

BEFORE THE  
FEDERAL COMMUNICATIONS COMMISSION  
WASHINGTON, D.C. 20554

In the Matter of	)	
	)	
TCR Sports Broadcasting Holding, L.L.P.,	)	
	)	
Complainant,	)	
	)	
v.	)	File No. _____
	)	
Comcast Corporation,	)	
	)	
Defendant.	)	
	)	

**REPLY IN SUPPORT OF CARRIAGE AGREEMENT COMPLAINT**

**EXHIBITS 17 - 31**

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# **EXHIBIT 17**

Multichannel News

August 9, 2004

**SECTION:** Supplement; Sports Programming; Pg. 11

**LENGTH:** 1899 words

**HEADLINE:** Taking Their Best TV Shots;  
Several Teams Are Shunting Aside the Network 'Middlemen'

**BYLINE:** BY R. THOMAS UMSTEAD

**BODY:**

This fall will bring forth not only the changing of leaves but potential changes to the power structure of sports television, as four new team-controlled regional sports networks make their debut.

Each new entry has high hopes of succeeding in a business dominated by incumbent Fox Sports Net. But their success is certainly not guaranteed, given the tepid results of other standalone regional sports networks over the years and the continued acrimonious relationship between distributors and regional sports networks over fees.

That isn't stopping the four newcomers trying to control their TV destinies: Denver-based Altitude Sports & Entertainment, Charlotte, N.C.-based Carolinas Sports Entertainment Television (C-SET), Memphis-based GrizzliesNet and Comcast SportsNet Chicago.

These networks -- and several others on deck to potentially launch over the next couple of years -- hope to follow the path most recently paved by the Yankees Entertainment & Sports Network by keeping their television rights in-house and offering local sports programming directly to cable operators and satellite distributors.

While each network's approach differs slightly, executives say the combination of marquee local-sports programming, along with enhanced technologies such as HDTV and quality digital-picture enhancements, will provide them with enough leverage to gain carriage in markets already replete with at least one competing sports network.

"What this fall demonstrates is that the idea of creating your own network or dealing directly with distributors is going to be a much more acceptable process for teams from now into the future," says Lee Berke, president of the consultancy LHB Inc., who has advised several pro-sports clubs seeking to start stand-alone networks.

For team owners, the prospect of owning the entity that distributes their games is alluring both

financially and from an image standpoint.

"This isn't rocket science. Economically, it's better for us," says Jerry Reinsdorf, owner of Major League Baseball's Chicago White Sox and the National Basketball Association's Chicago Bulls. He's also part-owner of the planned Comcast SportsNet Chicago, set to launch in October.

Reinsdorf left Fox Sports Net Chicago late last year to develop the service with a very strategic group of partners: the city's biggest cable provider, Comcast Corp.; the Wirtz family, which has ties to the National Hockey League's Chicago Blackhawks; and Tribune Co., which controls baseball's Chicago Cubs.

"From a financial standpoint, we looked at it, and we looked at Fox's role -- which was basically a middleman. We eliminated the middleman, so we have their money available to the teams," says Reinsdorf.

He concedes it's a risk not to have the guaranteed upfront license fee from Fox, but Reinsdorf says he believes that his teams' partnership with the biggest MSO -- and the other major sports teams in Chicago will yield a much more profitable return than other failed standalone regional sports networks, such as Victory Sports Network, backed by baseball's Minnesota Twins.

Reinsdorf notes that controlling your own regional-sports network allows for more opportunities to maximize on-air exposure for the local teams without having to share time with other, more nationally based programming.

"Fox brought in a lot of national programming, and I think fans in the Chicago market focus more on the local teams," Reinsdorf contends.

"We will rise or fall as a sports franchise and a sports product on the basis of our penetration into the psyche of the local market," says Bob Johnson, who is C-SET's chairman and owner of the NBA's Carolina Bobcats, but best known in the industry for launching Black Entertainment Television. "If I own a sports team, I'm going to do everything I can to control the emotion, image, access of my brand the best way I can. We think we do that much better controlling our own content, distributing our own content, than simply being a passive licensee to other regional networks."

But Johnson's control extends even further. He also owns the Charlotte Arena, where the Bobcats play. Similar moves have been played out in Denver by Kroenke Sports Enterprises LLC. It owns the Altitude network, the NBA's Denver Nuggets, the National Hockey League's Colorado Avalanche and the Pepsi Center arena.

## DISTRIBUTION HURDLES

In order to infiltrate and saturate the team's brand within the market, you need distribution something that has thwarted and stalled standalone regional sports network upstarts for years. But with the exception of the GrizzliesNet service, each of this fall's new services have at least one major distribution deal -- although not all are typical sports-network carriage agreements.

While nearly all regional and national sports networks aggressively vie for nearly universal subscriber penetration in an effort to maximize licensing fee and advertising revenue, Charlotte's C-SET opted to reach a digital-basic distribution deal with market-dominant Time Warner Cable. With Time Warner's digital tier not reaching a significant majority of its subscribers in the market, some industry observers questioned the wisdom of C-SET's move. And other standalone regional-sports-network owners feared the precedent-setting deal would stymie their efforts to gain basic distribution.

However, C-SET executive vice president of media rights and entertainment Naomi Travers says the deal was forged with Time Warner to gain vital initial distribution, and notes that the MSO is aggressively pushing digital cable. The network is seeking to lure other operators with a monthly rate card that falls between \$1.25 and \$1.35 per subscriber. And she predicts that by the time the channel launches in October, it will have more than 1 million subscribers.

"All of the operators that we talked to led us to believe that most of the new subscriptions are on the digital tier," Travers says. "We firmly believe that the digital platform is the analog platform of tomorrow."

LHB's Berke believes deals like the one forged by C-SET and Time Warner may be more the trend than the anomaly, as digital-cable penetration grows over the next few years.

"What was 15% or 20% penetration for digital tiers several years ago is now 40% and 45%. And new subscribers are coming in at much higher percentages," he says. "What you will see over the next three to five years is a sea change in how cable's being distributed with the advent of digital cable, and that increasingly will be part of the development and negotiations of these networks going forward."

#### ALTITUDE'S UNIQUE DEAL

Denver-based Altitude also took a unique approach with its first distribution deal, with satellite distributor EchoStar Communications Corp.'s Dish Network. Altitude is charging around \$1.75 per month, and will air on Dish's highly-penetrated "America's Top 60 plus" tier.

In return, Dish will gain significant advertising and promotional opportunities on the network, as well as signage at the Pepsi Center, including a 55,000-foot Dish logo on the arena's roof.

While the network has yet to reach a distribution deal with any major cable operators, Altitude president Jim Martin says the network's programming -- including exclusive games from the Nuggets and Avalanche -- will appeal to cable operators in the market. "I expect us to be in front of 1 million subscribers at launch," Martin says. "What makes our offering powerful are the teams that we're providing, and that's what makes me confident of our deals; we have a compelling offering from a content standpoint."

Indeed, a network that offers more than one pro sports team in a market has considerably more leverage than a single-team network. But when you feature four sports teams as well as the

market's biggest MSO -- as is the case for Comcast SportsNet Chicago -- carriage is practically a slam dunk.

However, the network has yet to reach other carriage deals beyond its MSO owner. Comcast SportsNet Chicago senior vice president and general manager Jim Corno would not reveal the rate card for the network, but sources say the service's \$3.00 license fee is among the highest in the country.

"What differentiates us and gives us an advantage is our owner is the largest distributor in the market, and with that they established what the rest of the market will pay," Corno says. "This is the model that you'll see in the future, where the real successful business will have the teams as well as the major distributor involved in one way or another. ... Nobody has had all the pieces like we do."

That may be true, but Berke notes that one of the keys to successful relations with cable distributors is building alliances that go beyond license fees.

"They can offer up localized opportunities with truly regionalized sports programming, and in some instances cable exclusive things like video-on-demand and HD," he says. "As cable looks for ways to compete with satellite, you're seeing companies like Comcast, Time Warner and Cox [Communications Inc.] use these networks as something that truly builds their businesses."

But while the industry is experiencing a rash of team-owned regional sports networks, industry observers aren't quite ready to declare a sports television revolution. Even Berke admits that not every team in every market is capable of successfully launching its own sports network.

"Will teams continue to do deals with Fox or other third parties? Absolutely, because there will always be certain teams that are looking for the comfort of having somebody take on the television process in return for rights dollars," says Berke.

## FOX'S STRONG SUIT

Indeed, far more pro teams than not have forged long-term carriage deals with either Fox Sports Net or its partner, Rainbow Media Holdings Inc., which either control or are affiliated with over 20 regional sports networks. In fact, Fox Sports Net and its affiliated networks have signed to long-term deals more than 20 pro franchises in the last two years alone.

Fox Sports Net president Bob Thompson says teams have threatened to launch their own regional sports networks since the early 1990s, but few have ever been successful. Nevertheless, he says it's a situation that Fox continues to keep a close eye on.

"I've always concerned about our competition, but I don't think our business is in jeopardy," he says.

To better insulate itself from the potential of mass team defections, Thompson says Fox has been vigilant in staggering rights deals among teams in the same market, making it difficult for

several to combine and start what would be a formidable competitor for Fox. That's exactly what happened to the Rainbow Media Holdings-controlled FSN Chicago in October, when the four franchises exercised an out clause in their contracts to do a deal with Comcast.

"We're very careful about how we stagger our rights deals so that [no team] will be sitting on the outside for a while if they're looking to combine with someone else," he says. "Not only are they staggered, but we have significant back-end rights, so they are ours to lose."

Adds Berke: "Fox does a very good job with what it does and it's not going to go away. At the same time, they won't be the only game in town, they will co-exist with a lot of these other networks."

**LOAD-DATE:** August 11, 2004

**Document 1 of 1.**

# **EXHIBIT 18**



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### Are Independents' Days Over?

The prospects for start-up digital networks are looking grimmer than ever, and many of them are blaming Comcast for their predicament. That's because the MSO is pitching start-ups on its VOD "mall" called Select on Demand. Is a virtual channel that resides on a server a substitute for a stand-alone network?

*By Shirley Brady*

The message on the Ice Channel's website says it all.

"As we begin the new year, financing prospects for the channel now appear to be bleak," reads the Jan. 3 message from the start-up network's president and CEO, Michael Rosenberg. His plans to launch the skating-oriented service Ice Channel are now on ice. "We are not completely giving up," Rosenberg continues. "We are simply acknowledging that the time for a new, stand-alone channel which provides 24-hour/day figure skating coverage, is not now."

The Ice Channel isn't the only would-be digital cable network to have called it quits in the past year. The trouble is that this year may be even harder for those hopefuls.

"The landscape is intensely difficult right now," says Cathy Rasenberger, a consultant to many start-up networks. "There are still networks getting launched, but in fewer and fewer categories."

Those categories include ethnic, sports, interactive games and gay-themed channels, she says.

As a result, some of Rasenberger's clients are revisiting their strategies. "Anime's retrenching," she says of the Anime Network, a breakout hit on Comcast's video-on-demand platform that's still chasing a linear launch. Pridevision, a Canadian service targeting the gay community, changed owners (and its mind about the U.S. market). Better Life Television, a motivational start-up that's doing well on AOL Broadband and on hotel SVOD, is rethinking its plans. "Their cable network strategy has been put on the back burner because it's just too hard to get distribution right now," she says. "You need an equity partner these days among the distributors, and there aren't that many guys that will take an equity interest."

It's not all doom and gloom. A few of the start-ups on our 2004 list of diginets seeking launches have been busy getting launch commitments and signing deals. Blackbelt TV has 12 deals in hand (with three more almost done), and is getting ready for a simultaneous cross-country launch as early as this summer. Also doing well on the linear distribution front in the past year are services such as Gospel Music Channel, BlueHighways TV and Bridges TV (a channel for Muslim Americans). On the VOD side, BOD VOD (a Bollywood movie programmer that Time Warner Cable and Comcast have launched) and Eurocinema (whose foreign films are now available to Charter, Insight and RCN customers) have seen action in the past year.

### Going the On-Demand Route

Failed and struggling diginets place much of the blame for their troubles on Comcast, which has sharpened its focus on on-demand programming. (Programming executives contacted for this story spoke about Comcast on condition of anonymity.) Last year's password for getting carriage on its systems was "VOD." This year, it's not being whispered and it's certainly no secret.

Shortly after **CableWORLD's** 2004 look at digital start-ups ("Attention New Nets!" June 21, 2004) was published, the operator hired former Mag Rack head Matt Strauss, a VOD veteran, as VP of VOD programming investments. His charge: to nurture Comcast CEO Brian Roberts' favored child--VOD--and run with a wish list of proprietary VOD concepts from then-EVP of programming investments Amy Banse, who now oversees content development.



Strauss was given carte blanche, if not unlimited funds, to create a new business for Comcast, while cutting down its reliance on outside programmers for on-demand content. That has led to Select on Demand--a virtual shopping mall of VOD content. A year into the job, Strauss launched 16 VOD "channels," ranging from Dating on Demand, a virtual video matchmaker, to more utilitarian content that lends itself to on-demand's pause/fast-forward/rewind anytime availability, such as exercise, home repairs and step-by-step recipes.

### VOD's Go-To Guy

In his role, Strauss has become the face of Comcast's aggressive VOD strategy. Start-ups have to go through him, especially if their programming strategy doesn't fit into Comcast's criteria for a linear launch.

"[One] big challenge for a start-up is that not very many have a big library yet of programming," Strauss says. "What I've tried to do, if you follow this notion of branded destinations, is to create places on demand where these new start-ups could live."

He points to the example of Wheels and Wings, a Mag Rack-like category that offers some programming from a start-up network, Wheels TV.

He's optimistic that more start-up digital networks will embrace what's he's doing, and not fear that their ideas will be replicated with the acquisition of off-the-shelf evergreen video.

Strauss dismisses concerns that participation in Select on Demand is a dead end. With the advent of all-digital and cross-platform availability of content, Comcast's own linear video business is evolving. "There's nothing that ever really precludes an on-demand service from evolving into a linear channel," he says. "If you look at the bigger picture, at some point it's all just going to merge anyway."

### Open Minds on VOD?

One of Strauss' first virtual channel launches, Anime Selects, gave start-ups cause for worry: The channel mimics what the Anime Network already was delivering on VOD to Comcast's digital subscribers.

"If you go into Comcast with your channel, you've got to be really careful that chances are, quite probably, they're going to turn around after your meeting and do you on VOD themselves," says one digital network adviser (not Rasenberger), who declined to be named for fear of repercussions. "It's tough because start-ups insist you take them into Comcast first. For these small guys, a piece of paper from Comcast is something they can take to a bank and go get funding."

Strauss defends the Anime Selects launch. "Our objective is not to shut people out of the opportunity, but actually to empower programmers to take advantage of this crossroad in time and give them the best chance of success."

Programmers that stand the best chance of getting their own branded destination are those who embrace VOD first, he says. "The economics of launching and creating a linear channel today are more challenged than at any other time," he says. "For a significantly lower investment you have this opportunity today to reach millions of digital subscribers on a platform that's [growing]."

His biggest challenge in launching the Select on Demand virtual channels has been finding start-up programmers with an open mind about VOD.

"My challenge initially was finding programmers who were really focused in developing for on demand," he says. "Historically, most programmers had been focusing on linear distribution. And we're now starting to see more programmers really recognize the huge opportunity with on demand, and that really is the future. The risk and the exposure on both sides is significantly lower."

### Diginet Props

Last month, Select on Demand launched its first branded start-up--an on-demand-only channel called Alpha Mom TV, which appears pleased with its Comcast relationship. "We reached out to Comcast and they've been extremely receptive and responsive," says Alpha Mom co-founder Vicky Germaise. "As we get to know one another better, we'll be cooking up some interesting things in all of their local markets, and they seem very open to that."



Matt Strauss, formerly of Mag Rack, has helped Comcast become more self-reliant in its quest for on-demand content.

Another enthusiastic on-demand-only network is Concert, which was one of the first independent brands to launch on Comcast VOD nearly two years ago. "Comcast has seen an opportunity to aggregate and license content to promote their on-demand platform, which makes sense," says Concert president Michael Shimbo.

Strauss knows the cable industry is watching closely as Comcast launches its unique on-demand channels. He plans to monitor usage data and consumer feedback to figure out which programming is popular. And he pledges to work with diginets to develop the platform. "We're not necessarily looking to do it all ourselves," he says. "We're looking to partner with other creative producers and packagers of programming to give them the opportunity to create some interesting and unique programming for this new platform."

Comcast's Select on Demand idea has intrigued other operators--not all of whom can boast such a massive corporate commitment to VOD. Strauss is looking for ways to add Select on Demand's content to other MSOs' on-demand platforms. A lot of these early categories aren't carved in stone, but are ways of testing what kinds of original content viewers are eager to access on VOD, he says. One early category, on etiquette and manners, for example, no longer is available, while more recognizable brand names (Charlie Rose, This Old House, Body by Jake) are being added to its lineup.

"A lot of our enthusiasm about on demand, and about programming for on demand, isn't so much that there's bandwidth constraints on launching more linear channels," says Strauss. "It's because we actually know and believe that on demand's a better viewing experience and platform for new forms of content."

### Start-Ups Starting Over

The Ice Channel isn't alone in its travails. Other networks that have pulled up stakes in the past year include Hype TV, a start-up from former Family Channel president Tracy Lawrence that struck a program distribution deal with Playboy; Gold Buckle Media, a Western-themed channel shooting rodeos and the like in high definition; and SCTV: Standup Comedy Television, a Chicago-based outfit that was sued by local improv comedy powerhouse Second City, which owns the rights to the SCTV series and name.

Others are retrenching, exploring other revenue streams and new distribution outlets and business models. That list includes Reality 24-7, the start-up headed by former E! executive Larry Namer and Kay Koplovitz that was bulldozed by the May 31 launch of Fox Reality Channel. Its staff dismissed and its ship abandoned, Namer says he and Koplovitz are developing a new concept. With at least four horror networks vying to launch, the Horror Channel's Brian Nurenberg stepped down this spring as president and COO while Gerry Granofsky resigned as its CFO, leaving the start-up to its founder, Nick Psaltos, and his executive team. The Destiny Channel has also decamped to its homeland, Israel, to re-strategize.

Others have rebranded--as Reality 24-7 itself was forced to last year, after Comedy Central sicced its lawyers on its previous moniker, Reality Central. The X Channel was forced to come up with a new name (Epic Sports Channel) after Disney's lawyers brandished ESPN's X Games franchise and claims of legal infringement. Scream Channel, started by Psaltos' former business partner Kim Bangash, received letters from Dimension Films attorneys snarling about Wes Craven's Scream films, and is now called HorrorNet. A different horror channel, ScreamTV, has also rebranded to FangoriaTV following its founder Tom DeFeo's purchase of Fangoria magazine. --S.B.

### Start-Ups & Comcast

We asked executives at start-up networks to comment on their positions vis-à-vis Comcast and, unsurprisingly, they chose to speak anonymously. We presented these comments to Comcast, which responded swiftly.

Diginet Gripe: Comcast gets programming for free, uses it as a test pad and sees what categories work. If a category performs, Comcast will launch their own. So the more successful you are, the more likely you'll be incubating a competitor that's backed by the distributor.

Comcast's Response: Comcast needs to work with other programmers and content aggregators on Select on Demand, says Comcast VP, VOD investments, Matt Strauss. While Comcast offers an anime category, the Anime Network is also available on Comcast On Demand.

Diginet Gripe: Comcast unfairly favors its own networks. In L.A., for example, Comcast moved

Comcast-owned networks Style, TV One, Outdoor Life, AZN and G4 from digital to expanded basic in advance of the market's pending system swap with Time Warner Cable.

Comcast's Response: Channel moves from digital to expanded basic occurred earlier this year and included several non-Comcast owned networks: DIY, Fine Living, TNT HD, Tennis Channel, EWTN, Travel Channel and several Spanish-language networks. Decisions were based on L.A.'s demographics.

Diginet Gripe: Comcast offered potential sales from DVDs as compensation for providing free programming.

Comcast's Response: DVDs are not part of every deal. Some programmers are asking Strauss to make their content available on DVD as an ancillary revenue stream. Comcast is preparing a beta version of its DVD store, which will be on selectondemand.com in late July. "It evolved primarily from inquiries we received from viewers," a Comcast spokesperson says. --S.B.

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# **EXHIBIT 19**



## **NOTICE OF CHANNEL LINE-UP CHANGES**

Effective February 26, 2004

Comcast announces the following changes for customers in the following communities: Aurora (IL0094), Batavia (IL0537), Boulder Hill (IL0830), Bristol (IL0831), DuPage County (Glen Ellyn) (IL0938), DuPage (SC) (IL1151), DuPage (SW) (IL1015), DuPage (W) (IL1051), DuPage (W) (Warrenville) (IL1051), DuPage (W) (Wheaton) (IL1051), DuPage (W) (Winfield) (IL1051), Elgin (IL1301), Four Lakes Village (IL0839), Geneva (IL1052), Glen Ellyn (IL0618), Kane (E) (IL1014), Kane (SE) (IL1503), Kane (WC) (IL0927), Kendall (NE) (IL0502/IL0975), Lily Lake (IL1605), Lisle (IL0538), Montgomery (IL0414), Naperville (IL1056), North Aurora (IL0458), Oswego (IL0501), Plano (IL0299), Sandwich (IL0413), St. Charles (IL1053), Warrenville (IL0690), West Chicago (IL0691), Wheaton (IL1050), Will (N) (IL1152), Winfield (IL0546), Yorkville (IL0499)

Effective February 26, 2004, Comcast will make the following channel changes in our rebuild areas in the above-referenced communities. Comcast customers will be receiving a letter with complete details about these changes.

- Comcast Network moves from Expanded Basic channel 74 to Basic Service channel 4. (In the Wheaton area this will only be a tier level move and a channel relocation. In all other areas this will be a new channel addition to the line-up.)
- Disney Channel moves from Expanded Basic channel 33 to Expanded Basic channel 50.
- ESPN moves from Expanded Basic channel 51 to Expanded Basic channel 34.
- ESPN2 moves from Expanded Basic channel 52 to Expanded Basic channel 35.
- EWTN moves from Basic Service channel 14 to Expanded Basic channel 76.
- Fox Sports Net moves from Expanded Basic channel 50 to Expanded Basic channel 33.
- HSN moves from Basic Service channel 25 to Basic Service channel 14.
- iN DEMAND Pay-Per-View moves from channel 95 to channel 78.
- Outdoor Life moves from Digital Classic channel 404 to Expanded Basic channel 71.
- TLN moves from Expanded Basic channel 71 to Expanded Basic channel 74.
- TNT moves from Expanded Basic channel 35 to Expanded Basic channel 52.
- TV Guide Channel moves from Basic Service channel 4 to Basic Service channel 95.
- USA Network moves from Expanded Basic channel 34 to Expanded Basic channel 51.

The following channel change will also take effect on February 26, 2004. The channel change will only affect the following areas: Aurora (IL0094), Boulder Hill (IL0830), Bristol (IL0831), DuPage County (Glen Ellyn) (IL0938), DuPage (W) (IL1051), DuPage (W) (Warrenville) (IL1051), DuPage (W) (Wheaton) (IL1051), DuPage (W) (Winfield) (IL1051), Geneva (IL1052), Glen Ellyn (IL0618), Kane (SE) (IL1503), Kane (WC) (IL0927), Kendall (NE) (IL0502/IL0975), Montgomery (IL0414), North Aurora (IL0458), Oswego (IL0501), Plano (IL0299), Sandwich (IL0413), St. Charles (IL1053), Warrenville (IL0690), West Chicago (IL0691), Winfield (IL0546), and Yorkville (IL0499)

- The Golf Channel moves from Digital Classic channel 405 to Expanded Basic channel 73.

The following channel launch will also take effect on February 26, 2004. This channel launch will only affect the following areas: Batavia (IL0537), DuPage (SC) (IL1151), DuPage County (Glen Ellyn) (IL0938), DuPage (W) (IL1051), DuPage (W) (Warrenville) (IL1051), DuPage (W) (Winfield) (IL1051), Elgin (IL1301), Four Lakes Village (IL0839), Geneva (IL1052), Glen Ellyn (IL0618), Kane (E) (IL10104), Kane (SE) (IL1503), Lily Lake (IL1605), Lisle (IL0538), Naperville (1056), and Will (N) (Naperville) (IL1152), St. Charles (IL1053), Warrenville (IL0690), and Winfield (IL0546),

- Galavisión launches on Expanded Basic channel 72.

The following channel change will also take effect on February 26, 2004. This channel change will only affect the following areas: Batavia (IL0537), DuPage (SC) (IL1151), Elgin (IL1301), Four Lakes Village (IL0839), Kane (E) (IL10104), Lily Lake (IL1605), Lisle (IL0538), Naperville (1056), and Will (N) (Naperville) (IL1152)

- The Golf Channel moves from Expanded Basic channel 72 to Expanded Basic channel 73.

If you have any questions about these changes or any of our Comcast products and services, please call us at 1-866-594-1234.

# **EXHIBIT 20**

Copyright 2004 Daily News, L.P.

Daily News (New York)

October 13, 2004 Wednesday  
SPORTS FINAL EDITION

**SECTION:** SPORTS; Pg. 70

**LENGTH:** 596 words

**HEADLINE:** YES! METS GET OWN NETWORK TIME WARNER, COMCAST IN DEAL

**BYLINE:** BY BOB RAISSMAN DAILY NEWS SPORTS WRITER

**BODY:**

FRED WILPON MAY STILL be pursuing big bats to install in the Mets lineup, but he has signed two heavy hitters to join forces with him in a new regional sports network.

Time Warner Inc., the world's largest media company, and Comcast, the biggest cable operator in the world, have agreed to become the Mets partners in a network that will make its debut in 2006. The new regional network, not yet named, will carry up to 125 Mets games along with Mets-related shows and other sports programming.

"This (new Mets network) is tremendously viable," said Lee Berke, president of LHB Sports, Entertainment & Media. "It makes a lot of sense for all three parties. They all have specific objectives in mind. It all comes together in this regional sports network."

The Mets still have one year left on their contract with Cablevision-owned Madison Square Garden Network/Fox Sports New York. In June, Wilpon paid Cablevision \$54 million to get out of the Mets TV contract a year early.

Wilpon's alliance with Time Warner and Comcast, and his move into the TV business, comes three years after George Steinbrenner created the Yankees Entertainment & Sports Network. Steinbrenner also bought the Yankees out of a contract with MSG.

The difference for the Mets is that by teaming with two media powerhouses, the network is already guaranteed to be carried in more than three million metropolitan area homes. For Time Warner's 2.3 million local subscribers and Comcast's 790,000 subscribers, the Mets network will be available on expanded basic cable.

Also, with Comcast already in the regional sports network business, an infrastructure (cameras, production facilities, etc.) is already in place. YES had to start from scratch.

One major question looms. Will Mets TV be able to negotiate a carriage agreement with Cablevision (remember its battle with YES), the biggest area cable operator with three million subscribers?

Losing the Mets is a serious blow to Cablevision's two regional networks. After the 2005 season, MSG/FSNY will have no local baseball programming, which means MSG/FSNY will not have legitimate summer programming. Local cable operators will be looking to pay less to carry it. "MSG Networks has had a long and successful relationship with the Mets," Eric Gelfand, MSG's VP public relations, said in a statement. "We will continue to carefully monitor the situation."

Industry sources said the Devils, with one year left on the team's MSG/FSNY contract, have already had "informal" talks with representatives of the Mets network. Also, the Jets, sources said, are interested in a programming relationship with Mets TV.

Clearly, Time Warner, Comcast, and the Mets, do have "specific objectives." For Time Warner, one was spelled out in a statement from Time Warner Cable chairman/CEO Glenn Britt, who said: "We are pleased to ensure Mets fans in the New York Metropolitan area will be able to watch their team for years to come in an uninterrupted manner." In August, a contract dispute between Time Warner and Cablevision resulted in MSG/FSNY being pulled off Time Warner for 11 days.

Comcast's partnership with the Mets continues the company's strategy of creating regional sports networks. Comcast already owns RSN's in Philadelphia, Chicago, and Baltimore/Washington, D.C., and will launch another in Northern California. Comcast will oversee day-to-day management of the Mets network.

The new network will give Wilpon another asset that will not only increase the value of the Mets, but provide an added revenue stream that, if the network succeeds, help fuel the team's payroll.

**GRAPHIC:** KEITH TORRIE DAILY NEWS Mets owner Fred Wilpon says hello to heavy hitters.

**LOAD-DATE:** October 13, 2004



# **EXHIBIT 21**

BEFORE THE  
FEDERAL COMMUNICATIONS COMMISSION  
WASHINGTON, D.C. 20554

In the Matter of	)	
	)	
TCR Sports Broadcasting Holding, L.L.P.,	)	
	)	
Complainant,	)	
	)	
v.	)	File No. _____
	)	
Comcast Corporation,	)	
	)	
Defendant.	)	
	)	

**SUPPLEMENTAL DECLARATION OF JOSEPH E. FOSS IN SUPPORT OF THE  
CARRIAGE AGREEMENT COMPLAINT OF TCR SPORTS BROADCASTING  
HOLDING, L.L.P.**

1. My name is Joseph E. Foss. I am over the age of 21 years and have personal knowledge of the facts contained herein.
  
2. I became Vice Chairman of Baltimore Orioles Limited Partnership ("BOLP") in 1993 and have been employed by the club in that capacity ever since. I currently have responsibility for all of the club's day-to-day operations. I also spend a considerable amount of time managing TCR Sports Broadcasting Holding, L.L.P., whose limited partners are BOLP and Baltimore Orioles Inc. I was personally involved in negotiations with Comcast and others regarding television rights to Orioles games from 2001 to the present. I was also involved in the negotiations between the Orioles and MLB regarding the relocation of the Montreal Expos to Washington, D.C., and in the discussions

between TCR and cable distributors for the distribution of Washington Nationals games. I have been directly involved in the development of budgets and forecasts, interviewing and hiring personnel, and the negotiation of carriage agreements.

3. Between April and June of 2005, TCR attempted to negotiate a carriage agreement with Comcast, but Comcast was unreceptive and unwilling to negotiate with TCR. On April 13, 2005, soon after gaining the rights to Nationals games, TCR gave a proposed term sheet to Comcast. Complaint Ex. 21.<sup>1</sup> This term sheet provided carriage terms for the 2005 – 2008 baseball seasons. TCR representatives traveled to Philadelphia to meet with Comcast officials to discuss this term sheet the next day. Comcast never responded to that term sheet. Specifically, Comcast never made a counteroffer or expressed concern to TCR about any of the terms of that term sheet.

4. On May 13, 2005, after Comcast made clear that it considered TCR's claims to the Orioles television rights after the 2006 baseball season, TCR sent a second proposed term sheet to Comcast. Complaint Ex. 28. This proposal set forth terms for carriage depending on whether Comcast was able to successfully block TCR from producing Orioles games beginning with the 2007 baseball season. Initially, Comcast did not respond to this proposal other than to say that it had received the term sheet. TCR did not hear any further response from Comcast throughout the month of May. Comcast did not present a counter offer, and it did not object to any of the proposed terms.

5. At no time before the end of May, did Comcast inform TCR that Comcast believed that the per-subscriber fee contained in either of the term sheets was excessive.

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<sup>1</sup> All Exhibits referenced herein are those attached as Exhibits to TCR's Carriage Agreement Complaint.

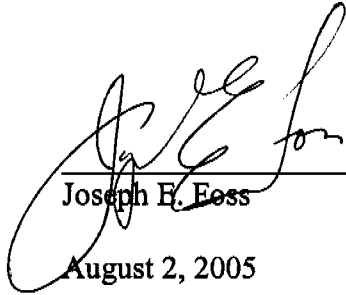
And Comcast did not offer to pay a lower per-subscriber fee. Comcast likewise never informed TCR that the proposed terms were unacceptable because they would have required Comcast to carry TCR's programming on either its basic or extended basic cable tier.

6. On June 7, 2005, after TCR's counsel had notified Comcast that TCR intended to file a complaint with the Federal Communications Commission, TCR finally received a letter from Comcast requesting certain additional information. Complaint Ex. 34 (Letter from M. Bond to D. Gluck). That letter also stated that the decision whether to carry TCR's service was complicated because of, among other things, the substantial cost. Comcast did not say that it viewed the costs as out of the ordinary for an RSN and it did not propose a lower fee. We responded to Comcast's letter on June 9, 2005. Complaint Ex. 35 (Letter from D. Gluck to M. Bond).

7. To date, TCR has not received any counteroffers from Comcast. Nor has Comcast contacted TCR to attempt a resolution of this matter through negotiations or arbitration.

8. Comcast's refusal to carry TCR significantly threatens TCR's ability to survive as an independent RSN. TCR has made calculations of the number of subscribers that it will need to be profitable. Based on these internal calculations, TCR's viability as an RSN will be significantly and adversely affected if it cannot sign a carriage agreement with Comcast.

I swear that the above statements are true to the best of my knowledge.



Joseph B. Eoss

August 2, 2005

# **EXHIBIT 22**

## **EXHIBIT C**

**EXHIBIT C**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK )

\_\_\_\_\_  
In re )

) Chapter 11 Case

Adelphia Communications Corporation, et al., )

) Case No. 02-41729 (REG)

Debtors. )

) (Jointly Administered)  
)

**AFFIDAVIT IN SUPPORT OF DEBTORS' APPLICATION  
FOR ORDER UNDER 11 U.S.C. §§ 327(a) AND 328(a)  
AUTHORIZING RETENTION OF ALLEN & COMPANY LLC  
AS INVESTMENT BANKER TO THE DEBTORS**

STATE OF NEW YORK )

) ss.:

COUNTY OF NEW YORK )

Rosemary Fanelli, being duly sworn according to law, upon her oath, deposes and  
says:

I am the Chief Compliance Officer and Secretary of Allen & Company LLC (the  
"Company"), which has its principal office at 711 Fifth Avenue, New York City. I am  
authorized to execute this affidavit on behalf of the Company. Unless otherwise stated in this  
affidavit, I have personal knowledge of the facts set forth herein. This affidavit is being  
submitted in connection with the proposed retention of the Company as investment banker to  
Adelphia Communications Corporation and certain of its subsidiaries, debtors and debtors-in-  
possession in the above captioned cases (together, the "Debtors") to perform services as set forth  
in the application seeking to retain the Company (the "Application").



## **ALLEN & COMPANY LLC**

1. The Company is a privately held investment banking firm that provides a broad range of corporate advisory services, capital market capabilities, asset management, and principal investing.

2. The Company has extensive experience advising public and private companies regarding strategic options, including mergers and acquisitions, private and public funding and other relationships. Specifically, the Company has advised on many leading transactions in the media and telecommunications industry: it recently advised Interactive Search Holdings in connection with its sale to Ask Jeeves; it advised ABC in connection with its sale to the Walt Disney Company; and it advised USA Networks in its transactions with Vivendi.

## **THE COMPANY'S CONFLICT INQUIRY**

3. Based upon a Search as described below, we have determined that the Company is a "disinterested person" as that term is defined in Section 101(14) of Chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). Specifically, we have ascertained that the Company:

- a. is not a creditor, equity security holder or insider of the Debtors;
- b. is not and was not an investment banker for any outstanding security of the Debtor;
- c. has not been, within three years before the date of the filing of the Debtors' chapter 11 petitions, (i) an investment banker for a security of the Debtor, or (ii) an attorney for such an investment banker in connection with the offer, sale, issuance of a security of the Debtor;
- d. is not and was not, within two years before the date of the filing of the Debtors' chapter 11 petitions, a director, officer, or employee <sup>1</sup>

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<sup>1</sup> The Company's deal team will initially consist of Nancy Peretsman, Tom Kuhn, Edward Shaoul and Omar Isani. To the best of my knowledge and belief no member of the deal team

(footnote continued)

of the Debtor or of an investment banker specified in subparagraph (b) or (c) of this paragraph; and

- e. does not have an interest materially adverse to the interest of the estate or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the debtor or an investment banker specified in subparagraph (b) or (c) of this paragraph, or for any other reason;

In connection with its proposed retention by the Debtors in these cases, the Company undertook to determine whether it had any conflicts or other relationships that might cause it not to be disinterested or to hold or represent an interest adverse to the Debtors. To that end, the Company has conducted the following search ("Search"):

- researched its client database for the past five years and identified any relationships based thereon where one of the Potential Parties-In-Interest was a client of the Company;
- identified any employees who serve on the board of directors of any of the Potential Parties-In-Interest;
- identified any equity or debt securities of Potential Parties-in-Interest in which the Company has an interest for its own account.

In connection with the Search, the Company obtained from the Debtors and/or their representatives the names of individuals and entities that may be parties-in-interest in these

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(footnote continued)

holds debt or equity securities of the Debtor or has previously worked at the Debtor. To the best of my knowledge, I also believe the following to be true: Ms. Peretsman and Mr. Isani each previously worked at Solomon Smith Barney (now Citigroup); Ms. Peretsman worked at Solomon more than seven years ago; Mr. Isani worked at Citigroup until February 2004; as a junior analyst-level banker, Mr. Isani from time to time assisted (but was not a member of) Citigroup's Adelfphia team; Mr. Shaoul previously worked at Goldman Sachs, but did not work on any Adelfphia related matter; Mr. Kuhn has not previously worked at an investment bank and has had no other connection with Adelfphia. To the extent that any new individuals become

(footnote continued)

chapter 11 cases (collectively, the “Potential Parties-in-Interest”). The list of Potential Parties in Interest is attached hereto as Exhibit 1. We have identified on the attached Schedules those relationships that came to my attention as a result of the Search: Schedule 1 sets forth any investment banking relationships over the past five years; Schedule 2 lists those employees who serve on the board of directors of any of the Potential Parties-in-Interest; and, Schedule 3 sets forth any of the Potential Parties-In-Interest in which the Company has an interest for its own account. To the best of my knowledge and belief, none of the representations listed on Schedule 1 conflict with the Company’s ability to fulfill its obligations to the Debtors. From time to time, the Company may have been contacted by one or more of the Parties-in-Interest on matters relating to, or in connection with, these Chapter 11 cases. However, to the best of my knowledge and belief, the Company has not been formally retained to assist any entity or person other than the Debtors on matters relating to, or in connection with, these Chapter 11 cases.

4. To the extent that I have been able to ascertain that the Company has been formally retained to represent any of the Potential Parties-in-Interest, such representation is listed on Schedule 1 and, to the best of my knowledge and belief, is only on matters that are unrelated to the Debtors or these cases. Additionally, other than InterActiveCorp and Oxygen Media, neither of which, to my knowledge and belief, has a current interest in bidding for the Debtors’ assets, none of the entities set forth on Schedule 1 paid fees constituting greater than 1% of the Company’s gross revenues for the Company’s 2003 fiscal year. Finally, within the last several years, a number of the Company’s employees have acted as members of the boards of directors of Classic Sports, Inc. and Dick Clark Entertainment, but no longer do so. Accordingly, other

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(footnote continued)

members of the deal team, the Company will, by supplemental disclosure, disclose any similar

(footnote continued)

than as listed on Schedules 1, 2 and 3, I am unaware of any relationships that the Company has had with the Potential Parties-in-Interest. Given the size of the Company and the breadth of its client base, however, it is possible that other principals or employees of the Company may have been retained by one or more of the Debtors' creditors, shareholders or other parties in interest in unrelated matters without my knowledge. To the extent that the Company discovers any such additional relationships, or to the extent that it becomes aware of any new relationships between the Company and the Potential Parties-in-Interest, it will promptly supplement this disclosure.

#### **OTHER BUSINESS RELATIONSHIPS**

5. As part of its regular business operations, the Company may also trade securities on behalf of and/or acts as a broker or investment advisor for certain of the Potential Parties-in-Interest.

6. Specifically, through its asset management arm, Allen Investment Management ("AIM"), the Company acts as investment advisor for the Company's affiliated money managed funds, certain of its employees, and other individuals. As a matter of policy, the Company prohibits its affiliated arbitrage funds from taking positions in any companies with which the Company has an investment banking relationship. Respecting the remaining affiliated money managed funds, the Company has in place compliance procedures to ensure that no confidential or non-public information concerning the Debtors has been or will be available to employees of the Company with responsibility for trading securities for AIM accounts. AIM is operated as a separate and distinct business unit within the Company, which is separated from the Company's managing directors and employees advising the Debtors, by an ethical wall. In

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(footnote continued)

relationships of such new individuals.

any event, to the best of my knowledge and belief, none of AIM's current investors is a Potential Party-in-Interest.

7. The Company also operates a Capital Markets business, which is run as a separate department within the Company and is ethically walled off from the Company's investment banking businesses, including its financial advisory services group and its managing directors and employees advising the Debtors. Capital Markets regularly engages in trading of debt and equity securities for both clients and the Company's own account. However, as a result of this engagement, the Debtors have been placed on the Company's "Restricted List". Proprietary trading by the Company, its managing directors and employees, and solicitations by the Company to buy or sell, are prohibited with respect to companies placed on the Restricted List, including the Debtors. Placement on the Restricted List does not, however, prohibit the Company from executing unsolicited agency orders and liquidating trades in a company's securities, including the Debtors'.

8. Nancy Peretsman has been a member of the board of directors of Charter Communications since 2000, and in such capacity, she has had no involvement whatsoever in the consideration, preparation or negotiation of a bid by Charter, if any, for all or any portion of the Debtors' assets. Upon approval of the Company's application for retention by the Debtors, I am informed Nancy Peretsman will resign from the board of Charter Communications. The Company does not intend to add Donald Keough, Stanley Shuman or Paul Gould to the deal team for this transaction.

9. Consequently, other than as disclosed herein, the Company and its principals and employees have no relationship with the Debtors of which I am aware after due

inquiry. Other than as disclosed herein, the Company holds no interest which is materially adverse to the interests of the Debtors or their estates, creditors or equity security holders.

10. The Company has provided and agrees to continue to provide assistance to the Debtors in accordance with the terms and conditions set forth in the Application and the Engagement Letter, which is annexed to the Application as Exhibit A. Accordingly, I make this Affidavit in support of an order authorizing such retention.

11. Based upon the foregoing, I believe the Company is disinterested as defined in section 101(14) of the Bankruptcy Code and represents no interest adverse to the Debtors.

12. It is the intention of the Company to seek compensation for its services as described in the Application and the Engagement Letter in accordance with the Bankruptcy Code, the Bankruptcy Rules, the United States Trustees' Guidelines and any and all rules of this Court. The Company will, to the best of its ability, maintain hourly time records. Given the business model of the Company, which does not rely on hourly billing as the basis for determining contribution to value, and the fact that the Company does not have any formal systems for keeping track of hours worked, it is possible that mistakes may be made. I will, however, advise the deal team of the need to maintain hourly time records and use my commercially reasonable efforts to ensure that such records are kept in an accurate manner. The Company charges its clients for reasonably incurred, out-of-pocket expenses associated with an assignment. Except as necessary to comply with an applicable Administrative Order, all such expense billings are in accordance with the Company's customary practices.

I declare under the penalty of perjury that the forgoing is true and correct.

ALLEN & COMPANY LLC

By:

Rosemary Fanelli  
Rosemary Fanelli  
Chief Compliance Officer  
and Secretary

Sworn and subscribed to before me, a notary  
public for the State of New York County of  
New York this 26 day of July, 2004

[Signature]

Notary Public

Notary Public, State of New York  
No.

Qualified in New York County/  
Commission Expires 9/30/06

**TERENCE McCARTHY**  
NOTARY PUBLIC, State of New York  
No. 01MC4767198  
Qualified in New York County  
Commission Expires Sept 30, 2006

Schedule 1

***Allen & Company***  
**Adelphia Parties-in-Interest List**  
**Investment Banking Clients**  
**(including private placements and**  
**underwritings)**

The following is a list of Allen & Company clients for the past five years (or to the best of Allen's ability to identify it, a parent, subsidiary or affiliate) which appears on Adelphia's Potential Parties-in-Interest list.

AHN Partners (Financial Advisory/  
Principal Investment)

AOL Time Warner (Financial Advisory  
– Underwriting)

Arena Football League (Financial  
Advisory)

Black Entertainment Group Holdings  
(M & A Transaction)

Blackstone Group (M & A Transaction)

Charter Communications (equity  
syndicate only) (Underwriting –  
syndicate only)

Comcast Corporation (M & A  
Assignments)

Cox Enterprises (Financial Advisory –  
Underwriting)



DIC Entertainment LP (M & A Assignment) (Financial Advisory)

Dick Clarke Productions (M & A Assignment) (Financial Advisory)

General Dynamics (Financial Advisory)

Infinity Broadcasting (now CBS) (Underwriting)

Interactive Corp (USA Networks) (M & A Assignments, Financial Advisory)

Major League Baseball (MLB) (Financial Advisory)

Merrill Lynch Capital Mkts (Financial Advisory)

Microsoft Corp. (Financial Advisory)

Milwaukee Brewers Baseball (M & A Assignment)

NBC (M & A Assignment, Underwriting)

NewsCorporation (M & A Assignment, Underwriting)

Ovation Inc. (Financial Advisory)

Oxygen Media (Private Placement, Financial Advisory)

The Phillies (Financial Advisory)

Playboy Enterprises (Financial Advisory)

RCN (M & A Assignments)

RSN (Chicago Regional Sports

Network) (Financial Advisory)

Sony Pictures Entertainment (M & A Assignment)

Sterling Equities (Mets) (Financial Advisory)

The E.W. Scripps Company (M & A Assignments, Financial Advisory)

The Sundance Group (M & A Assignment)

Tribune Broadcasting (Underwriting)

Turner Broadcasting System, Inc (M & A Assignment)

World Online (Underwriting)

Yankee Nets (Sports Group) (Private Placement, Financial Advisory)

Schedule 2

**LIST OF EMPLOYEES AND RELATED BOARD MEMBERSHIPS**

1. Nancy Peretsman sits on the board of directors of Charter Communications, Inc. (See Affidavit ¶ 8)
2. Donald Keough sits on the board of directors of InterActiveCorp.
3. Stanley Shuman sits on the board of directors of News Corporation.
4. Paul Gould sits on the board of Liberty Media.

## Schedule 3

### ***Allen & Company Investments***

The following is a list of investments owned by Allen & Company LLC, or one of its affiliates, which appear on Adelphia's Potential Party-in-Interest list.

- \* AT&T Wireless
- \* AXA Financial
- \* Bank of America Corp
- \* Boeing Co.
- \* Citigroup Inc.
- \* Citizens Communications
- \* Comcast
- \* Cox Communications
- \* InterActiveCorp
- InterActiveCorp
- \* JP Morgan Chase & Co.
- \* Microsoft Corporation
- Oxygen Media
- Pilgrim Baxter\*\*
- \* S&P Depository Receipts
- \* Sony Corp ADR
- \* Time Warner Inc.
- \* Wachovia Corp
- \* Walt Disney Co.
- \* Worldcom Inc./MCI

\* These positions are held (either long or short) by Allen & Company's affiliated money managed funds. The funds are managed by Company affiliates for the benefit of primarily outside investors.

\*\* To my knowledge and belief, Pilgrim Baxter has no current interest in bidding for the Debtors' assets.

## **Adelphia Communications Corporation and Subsidiaries and Affiliates**

Adelphia Communications Corporation	Adelphia Cablevision of New York, Inc.
Century Kansas Cable Television Corp.	Century Lykens Cable Corp.
Century Mississippi Corp.	Century Norwich Corp.
Century Shasta Cable Television Corp.	CDA Cable, Inc.
Century Washington Cable Television, Inc.	Cowlitz Cablevision, Inc.
Imperial Valley Cablevision, Inc.	Kootenai Cable, Inc.
Arahova Holdings, LLC	Mickelson Media of Florida, Inc.
Pullman TV Cable Co., Inc.	RentaVision of Brunswick, Inc.
Telesat Acquisition Limited Partnership	Valley Video, Inc.
Wilderness Cable Company	Yuma Cablevision, Inc.
Warrick Cablevision, Inc.	CCC-III, Inc.
Warrick Indiana, LP	Century Alabama Holdings Corp.
Cable Sentry Corporation	Automatic Alarms Company, Inc.
Coral Security, Inc.	Westview Security, Inc.
Starpoint Limited Partnership	Key Biscayne Cablevision
West Boca Acquisition Limited Partnership	Palm Beach Group Cable Joint Venture
Palm Beach Group Cable, Inc.	Southeast Florida Cable, Inc.
Century Alabama Corp.	Timotheos Communications LP
South Florida Cable Advertising	Adelphia Cable Partners, LP
Genesis Cable Communications Subsidiary LLC	ACC Cable Communications FL-VA, LLC
ACC Cable Holdings VA, Inc.	GS Telecommunications LLC
GS Cable, LLC	Adelphia GS Cable, LLC
Three Rivers Cable Associates, LP	Century Enterprise Cable Corp.
Mountain Cable Company, LP	Lake Champlain Cable Television Corporation
Richmond Cable Television Corporation	Adelphia Cablevision Associates, LP
Chelsea Communications, LLC	Chelsea Communications, Inc.
Kalamazoo County Cablevision, Inc.	Multi-Channel TV Cable Company
Mt. Lebanon Cablevision, Inc.	Rigpal Communications, Inc.
Century Cullman Corp.	Upper St. Clair Cablevision, Inc.
Pericles Communications Corporation	Mountain Cable Communications Corporation
Young's Cable TV Corp	Better TV, Inc. of Bennington
Robinson/Plum Cablevision, LP	Adelphia Holdings 2001, LLC
Olympus Subsidiary, LLC	Olympus Cable Holdings, LLC
CCH Indiana, LP	Century Cable Management Corp.
CP-MDU I LLC	CP-MDU II LLC
Adelphia Cablevision of the Kennebunks, LLC	Adelphia California Cablevision, LLC
Adelphia Telecommunications of Florida, Inc.	BuenaVision Telecommunications, Inc.
Century Cablevision Holdings, LLC	CCC-Indiana, Inc.
Global Cablevision II, LLC	Century Carolina Corp.
Global Acquisition Partners, LP	Monument Colorado Cablevision, Inc.
Leadership Acquisition Limited Partnership	Olympus Capital Corporation
Telesat Acquisition, LLC	Ft. Myers Cablevision, LLC
Adelphia Cablevision of Newport Beach, LLC	Adelphia Cablevision of Orange County, LLC
California Ad Sales, LLC	Ft. Myers/Gateway, LLC
Century Huntington Company	Ft. Myers Acquisition Limited Partnership
Tele-Media Investment Partnership, LP	Adelphia Central Pennsylvania, LLC
National Cable Acquisition Associates, LP	Olympus Communications Holdings, LLC
Olympus Communications, LP	Century Island Cable Television Corp.
Century Warrick Cable Corp.	Century Berkshire Cable Corp.
Owensboro Indiana, LP	Century Colorado Springs Partnership

Century Granite Cable Television Corp.	Owensboro on the Air, Inc.
Century Mendocino Cable Television Inc.	Adelphia Cablevision of Orange County II, LLC
Mickelson Media, Inc.	Adelphia Cablevision of West Palm Beach III, LLC
Century Island Associates, Inc.	Century New Mexico Cable Television
E & E Cable Service, Inc.	The Westover TV Cable Co. Incorporated
Star Cable Inc.	Grafton Cable Company
Century Wyoming Cable Television Corp.	Century Trinidad Cable Television Corp.
Paragon Cablevision Construction Corp.	Paragon Cablevision Management Corp.
Paragon Cable Television, Inc.	Century Southwest Colorado Cable Television Corp.
S/T Cable Corp.	Badger Holding Corp.
Adelphia Cleveland, LLC	Adelphia of the Midwest, Inc.
Adelphia Prestige Cablevision, LLC	Century Virginia Corp.
Century Mountain Corp.	Century Federal, Inc.
Adelphia Communications of California II, LLC	Adelphia Communications of California, LLC
Southwest Colorado Cable, Inc.	Harron Cablevision of New Hampshire, Inc.
Adelphia Cablevision of Boca Raton, LLC	Adelphia Cablevision Corp.
Adelphia Cablevision of San Bernardino, LLC	Adelphia Cablevision of Inland Empire, LLC
Adelphia Cablevision of Fontana, LLC	Clear Cablevision, Inc.
Adelphia Cablevision of Seal Beach, LLC	Manchester Cablevision, Inc.
Blacksburg/Salem Cablevision, Inc.	Century Indiana Corp.
Louisa Cablevision, Inc.	[DVD Marketing Company, Inc.] [Company dissolved]
Scranton Cablevision, Inc.	Century-TCI California, LP
Century-TCI Holdings, LLC	Century-TCI California Communications, LP
ARP Partnership	Century Exchange, LLC
Century Cable of Southern California	Century Pacific Cable TV Inc.
Sentinel Communications of Muncie, Indiana, Inc.	Tele-Media Company of Hopewell-Prince George
Eastern Virginia Cablevision Holdings, LLC	Eastern Virginia Cablevision, LP
Adelphia Company of Western Connecticut	TMC Holdings, LLC
TMC Holdings Corporation	Brazas Communications, Inc.
Martha's Vineyard Cablevision, LP	Wellsville Cablevision, LLC
CMA Cablevision Associates XI, LP	Adelphia Cablevision of West Palm Beach IV, LLC
CMA Cablevision Associates VII, LP	Tele-Media Company of Tri-States, LP
Tri-States, LLC	Century Ohio Cable Television Corp.
Century Cable Holdings, LLC	Century Realty Corp.
Century Cable Holding Corp.	Century Investors, Inc.
Century Investment Holding Corp.	Century Oregon Cable Corp.
Huntington CATV, Inc.	Century Australia Communications Corp.
Century Programming, Inc.	Century Voice and Data Communications
Century Advertising, Inc.	Century Telecommunications, Inc.
Owensboro-Brunswick, Inc.	Century Colorado Springs Corp.
Adelphia Blairsville, LLC	Century-ML Cable Corporation
Century-ML Cable Venture	Adelphia Cablevision of West Palm Beach V, LLC
FAE Cable Management Corp.	Century Communications Corporation
Arahova Communications, Inc.	FOP Indiana, LP
FrontierVision Holdings Capital Corporation	FrontierVision Holdings Capital II Corporation
FrontierVision Holdings, LP	FrontierVision Holdings, LLC
FrontierVision Partners, LP	Adelphia GP Holdings, LLC
Parnassos, LP	Empire Sports Network, LP
Parnassos Holdings, LLC	Parnassos Communications, LP
FrontierVision Cable New England, Inc.	Western NY Cablevision, LP
Adelphia Western New York Holdings, LLC	Montgomery Cablevision, Inc.
STV Communications (Cumunicacoes S/A)	Adelphia International II, LLC

Super Cable  
 ACC Telecommunications LLC  
 Across Media Networks, LLC  
 Adlink Cable Advertising LLC  
 Adelphia Telecommunications, Inc.  
 Adelphia Harbor Center Holdings, LLC  
 Adelphia Communications International, Inc.  
 Adelphia Arizona, Inc.

Maine Security Surveillances  
 ACC Telecommunications Holdings LLC  
 FrontierVision Access Partners, LLC  
 FrontierVision Operating Partners, LP  
 Southwest Virginia Cable, Inc.  
 Praxis Capital Ventures, LP  
 Mercury Communications, Inc.  
 Devon Mobile Communications, LP  
 Van Buren County Cablevision, Inc.  
 Adelphia Cablevision of Simi Valley, LLC  
 US Tele-Media Investment Company  
 SVHH Holdings, LLC  
 ACC Holdings II, LLC  
 ACC Investment Holdings, Inc.  
 Cablevision of the Midwest, Inc.  
 ErgoArts Inc.  
 Highland Preferred Communications 2001, LLC  
 SWVA Cable, Inc.

Coudersport Television Cable Company  
 Prestige Communications, Inc.  
 Daniels Cablevision, Inc.  
 Desert Hot Springs Cablevision, Inc.  
 Patmos, Inc.

Highland Holdings\*\*  
 Highland Preferred Communications, LLC \*\*  
 Highland Video Associates, LLP  
 Ellen K. Rigas Venetis  
 Adelphia Cablevision of West Palm Beach II, LLC  
 Timothy J. Rigas  
 John J. Rigas  
 Highlands Carlsbad Operating Subsidiary, Inc.  
 100% Sub. of Highland Carlsbad Cablevision, Inc.  
 Highland 2000, LLC  
 Highland Holdings II\*\*  
 Eleni Acquisition, Inc.  
 Hilton Head Communications, L.P.  
 NCAA Holdings Inc.  
 Ionian Communications, L.P.  
 Rigas Investments, Inc.  
 Wending Creek 3656, LLC  
 John J. Rigas  
 Sabreland Partnership

Adelphia International III, LLC  
 ACC Telecommunications of Virginia LLC  
 Adelphia Communications of California III, LLC  
 Adelphia Wellsville, LLC  
 Adelphia Mobile Phones, Inc.  
 Adelphia General Holdings III, Inc.  
 Adelphia Cablevision, LLC  
 [Adelphia Acquisition Subsidiary, Inc.]  
 [Maybe be merged with Arahova]  
 ACC-AMN Holdings, LLC  
 The Maine Internetworks, Inc.  
 FrontierVision Capital Corporation  
 FrontierVision Operating Partners, LLC  
 Sabres, Inc.  
 Page Time, Inc.  
 The Golf Club at Wending Creek Farms, LLC  
 Chestnut Street Services, LLC  
 Adelphia Cablevision of Santa Ana, LLC  
 SVHH Cable Acquisition, LP  
 UCA LLC  
 St. Mary's Television, Inc.  
 ACC Operations, Inc.  
 Highland Prestige Georgia LLC  
 Century Cable Holding Corp.  
 Highland Holdings Puerto Rico, LLC  
 Century ML Cable Venture

Dorellenic Cable Partners  
 Highland Prestige Georgia, Inc.  
 Highland Carlsbad Cablevision, Inc.  
 Cablevision Business Services, Inc.  
 RFP Cable Holdings, Inc.  
 Highland Communications LLC\*\*  
 Highland Preferred Communications 2001, LLC\*\*  
 Adelphia Cablevision Associates of Reading, LLP  
 James P. Rigas  
 Michael J. Rigas  
 Montgomery Cablevision Associates, LP  
 Adelphia Cablevision of West Palm Beach, LLC  
 Bucktail Broadcasting Corporation  
 Henderson Community Antenna Television, Inc.  
 Highland 2000, L.P.\*\*\*  
 Highland Holdings Puerto Rico, LLC  
 Doris Holdings L.P.\*\*  
 U.S. Tele-Media Investment Co.  
 Iliad Holdings, Inc.  
 Kostas, LLC  
 Rigas Investments, L.P.  
 Knox, Rich, Other Investors  
 Niagara Frontier Hockey Management Corp.  
 Western New York Hockey Club Partnership

Patmos, Inc.  
 Niagara Frontier Hockey, L.P.  
 Buffalo LaCrosse, L.L.C.  
 Buffalo Sabres, Inc.  
 Greater Buffalo Soccer, L.P.  
 Crossroads Arena, L.L.C.  
 Various National Hockey League  
 Adelphia Business Solutions Capital, Inc.  
 Adelphia Business Solution of Nashville, L.P.  
 (f/k/a Hyperion of Tennessee, LP)  
 Adelphia Business Solutions Operations, Inc.  
 Adelphia Business Solutions Long Haul, LP  
 Adelphia Business Solutions of Pennsylvania, Inc.  
  
 PECO Hyperion Telecommunications  
 Adelphia Business Solutions of Virginia, LLC  
 Adelphia Business Solutions of Louisiana, Inc.  
 Adelphia Business Solutions Investment, LLC  
 (f/k/a ACC Holdings IV, LLC)

Niagara Frontier Broadcasting Partnership  
 Niagara Frontier Hockey Enterprises Company  
 Buffalo Sabres Concession, L.L.C.  
 Buffalo Soccer, Inc.  
 Arena, Inc.  
 The Aud Club, Inc.  
 Adelphia Business Solutions, Inc.  
 Adelphia Business Solutions of New York, Inc.  
  
 Adelphia Business Solutions, LLC  
 Adelphia Business Solutions International, LLC  
 Sesquehanna Adelphia Business Solutions  
 (f/k/a Hyperion Susquehanna Telecommunications)  
 Adelphia Business Solutions of South Carolina, Inc.  
 Structus Technologies, Inc.  
 Adelphia Business Solutions of Louisiana, LLC  
 Adelphia Business Solutions of Jacksonville, Inc.

- \*\* Holds a Class A Common Stock of Adelphia Communications Corporation
- \*\*\* Holds Class B Common Stock of Adelphia Communications Corporation

### **Indenture Trustees and Bank Lenders**

ABN Amro Bank N.V.  
 Aeries Finance Ltd.  
 AXA Financial, Inc.  
 BankBoston, N.A.  
 Bank of America National Trust & Savings Ass'n  
 Bank of Hawaii  
 Bank of Montreal, Chicago Branch  
 Bank of New York  
 Bank of Tokyo Mitsubishi Trust Company  
 Bankers Trust Company  
 Banque Nationale de Paris  
 Barclays Bank PLC  
 Bayerische Landesbank Girozentrale  
 Branch  
 Boston Management and Research  
 Capital Research & Management Co.  
 Chase Manhattan Bank  
 Chemical Bank  
 CIBC Inc.  
 Citibank, N.A.  
 Citizen's Bank  
 Colorado National Bank  
 Compagnie Financiere de Cic Et  
 De L'Union Europeenne  
 Corestates Bank, N.A.  
 Credit Industriel Et Commercial  
 Credit Lyonnais  
 Credit Lyonnais New York Branch  
 Crestar Bank

ABN Amro Bank N.V., Pittsburgh Branch  
 AllFirst Bank  
 Banc of America Securities LLC  
 Bank of America Illinois  
 Bank of America, N.A.  
 Bank of Montreal  
 Bank of Montreal Trust Company  
 Bank of Nova Scotia  
 Bank One, NA  
 Banque Francaise du Commerce Exterieur  
 Banque Paribas  
 Bayerische Hypo-Und Vereinsbank AG  
 Bayerische Landesbank Girozentrale Cayman Island  
  
 Brookside Cap Investors  
 Captiva Finance Ltd.  
 Chase Securities Inc.  
 CHL High Yield Loan Portfolio  
 CIBC World Markets Corp.  
 Citicorp USA, Inc.  
 Citizens Bank of Rhode Island  
 Commercial Loan Funding Trust I  
  
 Cooperatieve Centrale Raiffeisen-Boerenleenbank B.A.  
 Credit Agricole Indosuez  
 Credit Local de France  
 Credit Lyonnais Cayman Island Branch  
 Credit Suisse First Boston  
 Cypresstree Investment Fund, LLC



Dai-Ichi Kangyo Bank, Limited	Debt Strategies Fund, Inc.
Deutsche Bank AG Bank of America, N.A.	Deutsche Bank Securities, Inc.
DG Bank Deutsche Genossenschafts Bank AG	DLJ Capital Funding, Inc.
Dresdner Bank, AG	Dresdner Bank, AG, New York & Grand Cayman Branches
Fidelity Management	Fifth Third Bancorp
First Allamerica Financial Life Insurance Company	First Hawaiian Bank
First National Bank of Boston	First National Bank of Chicago
First National Bank of Maryland	First Trust of California, National Association
First Union National Bank	First Union National Bank of North Carolina
First Union Securities Inc.	Firststar Bank, N.A.
Firsttrust Bank	Fleet Bank
Fleet National Bank	FMB Bank
Foothill Income Trust II, L.P.	Franklin Floating Rate Trust
Fuji Bank, Limited	General Electric Capital Corporation
Goldman Sachs Credit Partners L.P.	Harris Trust Company of New York
Highland Capital Management L.P.	Indosuez Capital Funding II, Limited
Industrial Bank of Japan, Limited	Invesco Funds
J.P. Morgan Chase & Co.	J.P. Morgan Securities Inc.
Jackson National Life Company	Kemper Floating Rate Fund
Key Corporate Capital Inc.	KZH Cypressstree-1
KZH Holding Corporation III	KZH III LLC
KZH ING-2 LLC	KZH Langdale LLC
KZH Pondview LLC	KZH Shoshone LLC
KZH Waterside LLC	Lehman Commercial Paper Inc.
Liberty-Stein Roe Advisor Floating Rate Advantage Fund	
Long-Term Credit Bank of Japan, Ltd.	LTCB Trust Company
Manufacturers and Traders Trust Company	Master Senior Floating Rate Trust
Meespierson Capital Corp.	Mellon Bank, N.A.
Merrill Lynch Asset Management, L.P.	Merrill Lynch Capital Corp.
Merrill Lynch Prime Rate Portfolio	Merrill Lynch Senior Floating Rate Fund, Inc.
Mitsubishi Trust & Banking Corporation	ML CBO IV (Cayman) Ltd.
Morgan Guaranty Trust Company of New York	Morgan Stanley
Morgan Stanley Senior Funding, Inc.	Natexis Banque BFCE
Natexis Banques Populaires	National Bank of Canada
National City Bank of Pennsylvania	Nationsbank of Texas, N.A.
Nationsbank, N.A.	Natwest Bank, N.A.
Nippon Credit Bank, Ltd.	North American Senior Floating Rate Fund
Octagon Credit Investors	Octagon Credit Investors Loan Portfolio
Octagon Loan Trust	Olympic Fund Trust Series
Oppenheimer Senior Floating Rate Fund	Pacific Investment Management Company
Pamco Cayman Ltd.	Paul Fajerski
PFL Life Insurance Company	Pilgrim America Prime Rate Trust
Pilgrim Prime Rate Trust	Pinehurst Trading, Inc.
PNC Bank, National Association	Principal Life Insurance Company
Protective Asset Management Company	Protective Life Insurance Company
Rabobank Nederland, New York Branch	Riviera Funding LLC
Royal Bank of Canada	Royal Bank of Scotland, plc
Royalton Company	Sakura Bank, Limited
Salomon Brothers Holding Company Inc.	Salomon Smith Barney Inc.
Scotiabank	Scotia Capital
Senior Debt Portfolio	Senior High Income Portfolio
Societe Generale	Stanwich Loan Funding LLC

Stein Roe Floating Rate L.L.C.  
Sumitomo Mitsui Banking Corporation  
Summit Bank  
Suntrust Bank, Central Florida, N.A.  
Thoroughbred Limited Partnership I  
Toronto-Dominion Securities (USA), Inc.  
U.S. Bank National Association  
United of Omaha Life Insurance Company  
Van Kampen American Capital Prime  
Rate Income Trust  
Wallace R. Weitz & Co.  
Wellington Management

Sumitomo Bank, Limited  
Sumitomo Trust and Banking Co., Ltd.  
Suntrust Bank  
TD Securities (USA) Inc.  
Toronto Dominion (Texas), Inc.  
Travelers Insurance Company  
Union Bank of California  
USttrust  
  
Waddell & Reed  
Webster Bank  
West Boca Acquisition Limited Partnership

## **Cable TV Programmers**

A&E	ATT
Comcast	Discovery
Disney	Encore
ESPN	Family
Fox	Lifetime
NBC	NCTC
Fox News	PPV
Rainbow	Scripps
SSI	Turner
HBO	USA
Viacom	Arts & Entertainment - AE
History Channel The - AE	Comcast BW
Comcast Cable Comm	Comcast PH
E! Entertainment TV	Golf Channel, The
Outdoor Life	Animal Planet
Discovery Channel The	Discovery Kids - LA
Health Network, LLC	Travel Channel
Encore	Starz
Classic Sports Network	E.S.P.N.
E.S.P.N.- 2	ESPN News
Family Channel The	Fox Sports - Detroit
Fox Sports America	Fox Sports Arizona
Fox Sports Midwest	Fox Sports Net
Fox Sports Net Utah	Fox Sports Net West
Fox Sports Net-Pitts	Fox Sports Northwest
Fox Sports Rocky Mountain	Fox Sports South *
Fox Sports Southwest	Fox Sports West 2
Fox Sports World	FX
National Geographic	Speedvision
Sunshine Network	ATC-Charlotte Division
City of Bardstown	California Channel
Celtic Vision Productions	Cleveland Cable Television
Comedy Central	Court TV
Cox Communications	C-Span
Digital Music Express	Dmx Music Los Angeles
G.I. Program Only	Galavision
Game Show Network	Gems International T
Goodlife TV Network	Gospel Music Television
Great American Count	Hot Network
Inspiration Network	Intermedia Communication
International Channel	Intertainer Inc.
KTLA	Lin Television Corp
Music Choice	New England Cable Network
New England Sports Net	News America Publication
News Channel 8	News World International
Northwest Cable News	Ohio News Network
Olympusat Inc.	Ovation Inc.
Oxygen Media LLC	PPCNC-WPXI Television
Pennsylvania Education	Playboy Entertainment
Prevue Guide, Inc.	Prime Time 24
Radio Television Exp	Regional Sports Network

San Diego Newschannel  
 Sneak Prevue, LLC  
 Sundance Channel  
 Tech TV, LLC  
 Tribune Media Service  
 TV Guide  
 TVN Entertainment Co  
 Wagn-Tv\*  
 WGN  
 CNBC/NBC  
 Action Pay Per View  
 American Movie Classics  
 Fox Sports Bay  
 Fox Sports Net Ohio  
 Foxsp Oh  
 MSG  
 Home & Garden Television  
 Cartoon Network  
 TBS  
 Turner Network Television  
 Home Box Office - Ci  
 USA Network  
 Country Music Television  
 MTV Networks - Nick  
 Nashville Network

SCOLA  
 Spice Entertainment\*  
 Sur Corporation  
 Time Warner Cable Ad  
 Trio Network Inc  
 TVB (USA) Inc.  
 United Video  
 Weather Channel The  
 Yankee Microwave, In  
 MSNBC  
 In Demand  
 Bravo  
 Fox Sports Florida  
 Foxsp Ne  
 Independent Film Channel  
 Sportschannel New York  
 Cable News Network  
 CNN Espanol  
 Turner Classic Movie  
 Home Box Office  
 Sci-Fi Channel  
 Black Entertainment  
 MTV Networks  
 MTV Networks - VH1  
 Showtime Entertainment

### **50 Largest Unsecured Trade Creditors**

Scientific Atlanta Inc.  
 Motorola Corporation  
 Home Box Office  
 C-Cor Electronics  
 Satellite Service Inc.  
 ESPN  
 Turner Network Television  
 Commscope  
 Westcoast Communications  
 Showtime Entertainment Television  
 MTV Networks  
 Telewire Supply  
 The Disney Channel  
 In Demand  
 Cablecom Inc.  
 CNBC/NBC  
 Cable Constructors, Inc.  
 Cable News Network  
 Spanpro Fiber Optics  
 Starz  
 USA Network  
 TBS  
 Encore  
 White Mountain Construction Corp.  
 MSNBC

Pauley Construction  
 Communications Cons  
 Home Box Office  
 Fujitsu  
 Pirelli Cable Corp.  
 American Movie Classics  
 CSG Systems, Inc.  
 Worldbridge Broadband  
 ADC Telecommunications  
 Fox Sports Net West  
 Fox Sports Net Ohio  
 Cayahoga County  
 Winn Caribe of NC Inc.  
 Sprint  
 Lifetime  
 ESPN-2  
 FX  
 Fox News Channel  
 DST Innovis  
 Black Entertainment  
 Toronto Dominion  
 Arts & Entertainment Television  
 E! Entertainment TV  
 PPC-Production Products Corp.

### **Officers and Directors (Former and Current)**

Peter Venetis	Dennis Coyle
Leslie Gelber	Erland E. Kailbourne
Christopher T. Dunstan	Steven B. Teuscher
Peter Metros	John J. Rigas
Michael J. Rigas	Timothy J. Rigas
Ellen Rigas Venetis	James P. Rigas
James R. Brown	Dean Marshall
Karen Chrosniak	Tim Werth
Doug Malone	Jenny Brown
Leslie DeBauge	Keith Horn
Jennifer Leightley	Scott Johnson
Carla Brown Horn	Colin Higgin
Jason Holmberg	Randy Fisher
Ed Hartman	Jim Devlin
Dan Liberatone	Luke P. Healy
Leslie Brown	Mike Brady
Jack Olson	Ann Montgomery
Michael Mulcahey	
Susan Ness	
Philip R. Lochner, Jr.	
Martha Hudak	
W.T. Schleyer	
Rodney Cornelius	
Anthony T. Kronman	
Philip Lochner, Jr.	
Susan Ness	
E. Thayer Bigelow, Jr.	
Kenneth L. Wolfe	

### **Equity Holders**

Doris Holdings	Highland Holdings
Highland Comm LLC	Highland Holdings II
Highland Pfd Comm	Highland 2000 LP
Bucktail Broadcasting	Dorrellenic
Held Personally	L. Tow, C. Tow & d. Rosenweig
Cablevision Systems	Wellington Management
Capital Research & Mgmt. Co.	Wallace R. Weitz & Co.
AXA Financial, Inc.	Fidelity management
JP Morgan Chase & Co.	Brookside Cap Investors
Morgan Stanley	Waddell & Reed
Invesco Funds	

### **Ad Hoc Committee of Subordinated Noteholders**

OZ Master Fund, Ltd.	Highfields Capital I LP
OZF Credit Opportunities Master Fund, Ltd.	Highfields Capital II LP
OZF Credit Opportunities Master Fund II, Ltd.	Highfields Capital Ltd.
Xerion Partners I LLC	Perry Corp.

Perry Partners L.P.  
Perry Partners International Inc.  
Auda Classic plc  
Reliant Trading  
Shepherd Trading Limited  
Westchester Capital Management, Inc.

Chesapeake Partners Limited Partnership  
Chesapeake Partners Institutional Fund Limited Partnership  
Chesapeake Partners International Ltd.  
Canyon Capital Advisors

#### **ACC Bondholder Committee**

Blackstone  
Spock Enterprise LLC  
OZ Master Fund, Ltd.  
OZF Credit Opportunities Master Fund, Ltd.  
OZF Credit Opportunities Master Fund II, Ltd.  
Highfields Capital I LP  
Highfields Capital II LP  
Highfields Capital Ltd.

#### **Ad Hoc Committee of Trade Creditors**

Longacre Management  
Silver Point Capital  
Contrarian Capital Management, L.L.C.  
Stark Investments  
Sierra Liquidity Fund, LLC  
Madison Capital Management  
Special Situations Investing Group, Inc.  
Avenue Capital Group  
Quadrangle Group LLC

#### **Ad Hoc Committee of Subordinated Noteholders**

OZ Master Fund, Ltd.	Shepherd Trading Limited
OZF Credit Opportunities Master Fund, Ltd.	Westchester Capital Management, Inc.
OZF Credit Opportunities Master Fund II, Ltd.	Chesapeake Partners Limited Partnership
Xerion Partners I LLC	Chesapeake Partners Institutional Fund Limited Partnership
Highfields Capital I LP	Chesapeake Partners International Ltd.
Highfields Capital II LP	Canyon Capital Advisors
Highfields Capital Ltd.	Duquesne Capital Management
Perry Corp.	Sagamore Hill Hub Fund LTD
Perry Partners L.P.	Sagamore Hill Capital Management, Its Investment Advisor
Perry Partners International Inc.	
Auda Classic plc	
Reliant Trading	

#### **Ad Hoc Committee of Preferred Shareholders**

Wexford Capital LLC  
The Baupost Group LLC  
Magten Asset Management Corp.

#### **Top (10) Cable Operators (excluding Adelphia)**

AT&T Broadband	Time Warner Cable
Comcast Cable Communications	Charter Communications
Cox Communications	Cablevision Systems Corporation
Mediacom LLC @ (1)	Insight Communications
CableOne @ (2)	RCN Corporation

### **Joint Venture Partners and Parties with 3<sup>rd</sup> Party Ownership Interests**

Jon A. Allegretti	Russell G. Bambarger
Douglas F. Best	Peggy L. Best
Gerald P. Corman	Charles J. Hilderbrand
Allen C. Jacobson	Thomas F. Kenly
Ahmad Lee Khamsi	Steven E. Koval
Merrill Lynch	Everett I. Mundy
James E. Mundy	Thomas E. Mundy
Brian O'Boyle	John R. Previs
Robert R. Shepherd	Robert R. Shock
Richard W. Shore	Ralph E. Steffan
Robert D. Stemler	Robert H. Stewart
Tony S. Swain	Robert E. Tudek
Robert E. Tudek, Jr.	Frank R. Vicente
Constance A. Vincente	Ibis Communications Company

### **Professionals**

Aaron, Dautch, Sternberg & Lawson, LLP	Vezina, Lawrence & Piscitelli
Acker & Larsen	Dechert Price & Rhoads
Aon Risk Services, Inc. of Pennsylvania	Decision Strategies LLC
Audas & Associates, Inc.	Deloitte & Touche
Babst, Calland, Clements & Zomnir, PC	DHR International
Banc of America Securities	Dinse, Knapp and McAndrew, P.C
Bankruptcy Services LLC	Dove Consulting, Inc.
BDO Seidman LLP	Dow, Lohnes & Albertson, PLLC
Betsy S. Atkins	Duane Morris LLP
Bird, Marella, Boxer & Wolpert	Ernst & Young LLP
Boies, Schiller & Flexner, LLP	Fiddler Gonzalez & Rodriguez, LLP
Bond and Pecaro	Finnegan, Henderson, Farabrow, Garrett & Dunner
Bragar Wexler Eigel & Morgenstern, LLP	Fisher, Sweetbaum & Levin, P.C.
Buchanan Ingersoll-Pitts.	Fleischman & Walsh, L.L.P.
Buist, Moore, Smythe & McGee, P.A.	Frank W. Lloyd
Cablecom Tax Service, Inc.	Fried, Frank, Harris Shriver & Jacobson
Card & Associates, LLC	Focused Business Solutions, LLC
Campbell Bohn Killin Brittan & Ray, LLC	Geoffrey P. Miller
Chanin Capital Partners	Gibson Arnold & Associates, Inc.
Cheney, Brock & Saudek	Glassmire & Shaffer Law Offices, P.C.
Christian & Barton	Greenbaum, Doll and McDonald, PLLC
Clark & Weinstock	Greenhill & Co., LLC
Cleary, Gottlieb, Steen & Hamilton	Griffin, Johnson, Madigan, Peck, Boland, Dover & Stewart
Clifford Chance	Grubb & Ellis Company
Coblentz, Patch, Duffy & Bass	Hafetz & Necheles
Cole, Raywid & Braverman	Harlee & Bald, P.A.
Collective Infrastructure Technology, Inc.	Harter, Secrest & Emery LLP
Conway, Del Genio, Gries & Co., LLC	Heidrick & Struggles, Inc
Cook, Little, Rosenblatt & Manson, PLLC	Henry Putzel, III
Cooper, White & Cooper	Hewitt Associates
Covington & Burling	Hoet Pelaez Castillo & Duque
Credit Suisse First Boston	Mercer Human Resource Consulting, Inc.
Curbelo & Baerga	
Daniels & Associates	
Davis, Wright and Tremaine	

Hogan & Hartson LLP  
 Dove Consulting Group, Inc.  
 Holland & Hart LLP  
 Holland and Hart  
 Holme Roberts & Owen LLP  
 Integra Realty Resources  
 Jackson & Kelly PLLC  
 Jackson & Kelly, PLLC  
 Jefferson Wells International, Inc.  
 Marshall & Associates, Certified Public Accountants  
 JeffersonWells, International  
 John White, CPA  
 Kagan Media Appraisals  
 Kasowitz, Benson, Torres and Friedman LLP  
 Kaye Scholer LLP  
 Keefer, Wood Allen & Rahal, LLP  
 Kegler Brown Hill & Ritter  
 Kekst & Company  
 Kelley & Warren, P.A.  
 Kevin Czerwonka  
 Kirkpatrick & Lockhart  
 Kirkpatrick & Lockhart LLP  
 Klee, Tuchin, Bogdanoff & Stern  
 Klehr, Harrison, Harvey, Branzburg & Ellers  
 Kroll Zolfo Cooper, LLC  
 Latham & Watkins  
 Law Offices of Ira Weiss  
 Law Offices of Jon C. Flinker  
 Lazard Freres & Co. LLC  
 LeBoeuf, Lamb, Greene & MacRae  
 LECG, LLC  
 Liebman, Quigley, Sheppard & Soulema, APLC  
 Liner Yankelevitz Sunshine & Regenstief LLP  
 Mandl & Mandl LLP  
 Marcos Perez Cruz, Esq.  
 Martinez, Odell & Calabria  
 McGuire Woods  
 McLane, Graf, Raulerson & Middleton, Professional Association  
 Meland Russin & Hellinger, P.A.  
 Montgomery, McCracken, Walker & Rhoads, LLP  
 Morrison & Foerster  
 Morvillo, Abramowitz, Grand, Iason & Silberberg  
 Murtha Cullina LLP  
 Murtha Cullina, LLP  
 Neilson Elggren LLP  
 O. Aarons & Company, Inc.  
 O'Melveny & Myers LLP  
 Osler, Hoskin & Harcourt, LLP  
 Pearl Meyer & Partners  
 Penn Valuation Group, Inc  
 Pepper Hamilton LLP

Peter L. Murphy  
 Philip J. Kantor, P.A.  
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 Quinones & Sanchez, P.S.C.  
 Reed Smith, LLP  
 Reichard Santiago & Associates  
 Richards, Layton & Finger  
 Rintala, Smoot, Jaenicke & Rees LLP  
 Robert M. Sneed  
 Jackson Lewis LLP  
 Cook, Little, Rosenblatt & Manson  
 Ronald Cooper  
 Saybrook Restructuring Advisors, LLC  
 Schoder Joseph and Associates  
 Schroder, Joseph & Associates  
 Schulte Roth & Zabel LLP  
 Securities and Exchange Commission  
 Shearman & Sterling  
 Sherman & Howard LLC  
 Sheela Murthy, P.C.  
 Sheela Murthy, PC  
 Sidley Austin Brown & Wood LLP  
 Snell & Wilmer, LLP  
 Sparks Willson Borges Brandt & Johnson, P.C.  
 Sparks Willson Borges Brandt & Johnson, PC  
 Spencer Stuart  
 Cole Raywid & Braverman, LLP  
 Squire, Sanders & Dempsey L.L.P.  
 Standard & Poors- Corporate Valuing Consultants  
 Stein, Mitchell & Mezines, LLP  
 Steptoe & Johnson PLLC  
 Stites & Harbison  
 Stout, Causey & Horning State & Local Tax Consulting LLC  
 Tobin, Carberry, O'Malley, Riley & Selinger, P.C.  
 Vine Street Consulting, Inc.  
 Vorys, Sater, Seymour and Pease, L.L.P.  
 Wallace, Bauman, Legan, Fodiman, Ponce & Shannon, PA  
 Wallace, Bauman, Legon, Fodiman, Ponce & Shannon, P.A.  
 Weil Gotshal & Manges LLP  
 William Howard Dunn, P.C.  
 William Schleyer  
 Willkie Farr & Gallagher LLP  
 Salomon Smith Barney  
 Zuckert Scout & Rasenberger, LLP  
 Kronish Lieb Weiner & Hellman LLP  
 Traub Bonacquist & Fox LLP  
 Sherman & Howard LLC  
 Holme Roberts & Owen LLP



### **United States Trustee (SDNY) Office Employees**

Deirdre A. Martini	Crawford, Desiree
Haynes, Hope	Porter, Carol A.
Segreto, John	Brooks, Catletha
Choy, Danny A.	Davis, Tracy Hope
Dub, Elizabeth C.	Elkins, Hollie T.
Felton, Marilyn	Fields, Myrna R.
Joseph, Nadkarni	Lord, Delores
Lustrin, Pamela J.	Martinez, Ann M.
Masumoto, Brian S.	Mendoza, Ercilia A.
Moroney, Mary V.	Morrissey, Richard C.
Schwartzberg, Paul K.	Sharp, Sylvester
Soto, Hector	Tom, Mary Elizabeth
Zipes, Greg M.	

### **Preferred Noteholders**

Q Investments  
Carlson Capital  
Zola Capital  
Highbridge  
AIG  
Camden Asset Management

### **Noteholders**

Alliance Capital  
Angelo Gordon  
Appaloosa  
Oppenheimer Funds  
Capital Research  
Fidelity Investments  
Franklin Mutual Advisors LLC  
Franklin Funds  
Och Ziff  
W.R. Huff Asset Management Co

### **Equity Holders**

Claire Tow Trust	Pilgrim Baxter & Associates
Leonard Tow	Vanguard Group
Delaware Management Company	Eminence Capital
Citizens Communications	Loomis Sayles & Company
Citigroup Inc.	King Investment Advisors
Oppenheimer	Deutsche Bank AG
Barclays Global	Goldman Sachs Group
Cramer Rosenthal	Chilton Investment
Jennison Associates	TCW Group Incorporated
Wachovia Corporation	TIAA Creff Investments
Shaker Investments	CCGrowth Investments
United States Trust	Sun Life Financial
Bank of America	General Electric
Massachusetts Finance	Gardner Lewis
Columbia Management Co.	State Street Corporation

### **Additional Contract Parties**

Bloomberg, L.P.  
Bloomberg Television

### **Adelphia/Litigation Claimants**

Across Media Networks  
Aida Cintron Santiago  
Aimee Green  
Alan Garner  
Alan Shulimson  
Alexander Moreno  
Alexander Way  
Alexandra Wetzel  
Alfred Jones  
Allic Kennedy  
Allstate Insurance  
Altrio  
Amanda Buffone  
Amelia Secord  
Andy Williams  
Angela Cole  
Angela Sanchez  
Ann Jones  
Answerthink Consulting  
Anthony Perrotti  
Anthony Vigil  
Arizona Public Service Commission  
Armando Garriga, Dunia  
At Home  
Audra Sykes  
Barbara Meyete  
Barry Goldman  
Ben Ochoa  
Benchmark Media Inc.  
Ardsley Partners  
Beth Aquino  
Beverly Short  
Bill Houglan  
Bobby Joe Kennedy  
Bobby R. Allen-Caudill  
Bonita Golightly  
Bonnie Hamilton  
Bruce Hall  
Bryan E. Burke  
Byron Jones  
C-2 Utility Contractors Inc.  
Cable Com, Inc.  
Carey Cantwell  
Carlos Maceira  
Carol Prince  
Carroll County  
Charles Belcher  
Cheyenne Zachary Fowler  
Christine Soderbergh  
Christopher Case  
Cindy Whistler

City of Beaumont  
City of Cleveland Heights  
City of Thousand Oaks  
Commonwealth Cable Advertising, Inc.  
Communications Construction Group, Inc.  
Continental Refrigeration and Heating & Air, Inc.  
Corrine Lafazia  
Craig Bell  
Crestwood Building & Maintenance  
Cristiana Bach  
Culpeper Mihwa  
Custom CableMichael Quillen  
Custom Canopy, Inc.  
Cybermates, Inc.  
Cynthia Santoriello  
Danny Lee Spencer  
Darren Penson  
David Chaussard  
David Downey  
David Fowler  
David Ochoa  
David Powers  
David Ray Jones  
Dawn DeJulio  
Deborah Wilson  
Del Book  
Denver West  
Detroit Edison  
Dinah Quesnel  
Dino Clay  
Dionicia Alvarez  
Domingo Gomaz  
Donald Holt  
Donna Fowler  
Doro Moreno  
Dorthea Ashbery  
Dunia Garriga-Lopez  
Earlie Moore  
Edith Brittain  
Edwin Lopez  
Eileen Lorenz  
Elizabeth Carr  
Emerson Brinson  
Emma Makoczy  
Emory Gardner  
Enrique Lozano  
Entertainment by J&J, Inc.  
Eric Montgomery  
Erica Book  
Estevan Sierra  
Eugene Willis

Evelyn D. Stocke  
 Evelyn Ortega Roman  
 Fisher Island Club  
 Floyd Ancheta  
 Frank Kania  
 Frank LaFazia  
 Frank Salucci II  
 Fred Schifflbine  
 Freshta Williams  
 Gary & Lori Cooperstein  
 George B. Inabinet, Jr.  
 George Martinez  
 Georgeanna Rae Hoover  
 Gerald Dibbern  
 Gerald Jones  
 Gerald Strekal  
 Gladys Smith  
 Glendora  
 Global Cable Inc.  
 Grindstaff Underground Utility Contractors, Inc.  
 H. Loy Anderson  
 Helen Kania  
 Henry G. Holland  
 Herbert Jones  
 Herbert Mueller  
 Ira Ratner  
 Isabel Vasquez  
 Isreal Costa  
 J Littles  
 J.A. Miller Utility  
 Jack Pro Temp  
 Jack Pro-Temp Inc.  
 James Kennedy  
 James Miller  
 James R. Poole  
 James Sims  
 Janet Burton  
 Jarilyn Joseph  
 Jarrold Ruskin  
 JayGee Brothers  
 Jean Jacobs  
 Jeanne Van Cott  
 Jeff Maynard  
 Jefferson County (WV)  
 Jena Johnson  
 Jene Williams  
 Jenifer Mitchell  
 Jennifer A. Finch  
 Jennifer Roberts  
 Jerry Lobb  
 Jerry Ostray  
 Jill McLaughlin  
 Joanne Gold  
 Joanne L. Barrial  
 John Fulfs  
 John Fuller  
 John Marino  
 John McGrath  
 Jolene Lanford  
 Jon Duvall  
 Jose Santiago  
 Joseph Atwell

Joseph Patrick Melton  
 Joseph Stocke  
 J-Tech Inc.  
 Judy Edwards Spencer  
 KADY - TV  
 Karen Engard  
 Karen Gills  
 Karl Smith  
 Kathleen Demarco  
 Kathy Gordan  
 KAZA-TV  
 KDOC  
 Keith Jacobs  
 Kevin Salamon  
 Kevin Tisdale  
 KingVision Pay-Per View, LTD  
 KPXM San Bernadino, CA  
 Kurt Wetzel  
 KVMD  
 KZKI / KRCA / KDOC- Ventura County (CA)  
 L.D.W., Inc.  
 Latasha Finley-Brown  
 Laurel Grove Homeowners  
 Lawrence George  
 LDW, Inc.  
 Lester Coffin  
 Lewis Thomas Hardin  
 Lincoln J. Higgins  
 Linda Forster  
 Linda Lupo Rodriguez  
 Lisa Antoine  
 Lite Communications Inc.  
 Lone Star Cable  
 Lucille Chambrone  
 Luis Landro  
 Lydia Keaton  
 Madhukar Roa  
 Management Recruiters of Columbus, Inc.  
 Margaret Ann Mateja  
 Margaret Harron  
 Maria Martinez Rodriguez  
 Mark B. Aronson  
 Mark Davis  
 Mark Epstein  
 Mark Quillen  
 Circle Acquisitions, Inc.  
 Mark Sherrod  
 Market Street Securities Inc.  
 Marksteiner WHDT-DT  
 Marshall Gottlieb  
 Mary Heaton-Shisler  
 Mary Lou Bernatos  
 Mary Lou Tagliaferri  
 Mary Perrotti  
 Massachusetts Electric Co.  
 Matthew Sweeny  
 Mead Ann Krim  
 Mercury Communications  
 Michael D'Asaro  
 Michael Guise  
 Michael MacNeilly  
 Michael Powers

Michelle Jack  
 Michelle Way  
 Michigan Pipe and Valve, Inc.  
 Mike Daniels  
 ML Media Partners, L.P.  
 Moctosuma Esparza  
 Mohammed Idries  
 Neil Perry  
 Nicole Fuqua  
 Norman Meyete  
 Ohio Power Company  
 OpTel, Inc.  
 Ozwaldo Rodriquez  
 Pacific Bell Claims  
 Patricia Garriga-Lopez  
 Patrick Cohen  
 Paul A. Pena  
 Paul Golightly  
 Paul Laredo  
 Paul Ward  
 Paxton Boston License, Inc.  
 Paxton Communications of Los Angeles - 30, Inc.  
 Peter Gonzales  
 Peter Mitchell  
 Philip P. Scholl  
 Phyllis Villareal  
 Quantum Corporate Funding, Ltd.  
 Quille Barnes  
 Randall Cates  
 Raymond Scalise  
 Regina Noonan  
 Regina Silver  
 Renee D. Stankevitch  
 Richard Burstein  
 Richard Gitter  
 Richard Gunderlach  
 Richard J. Conti  
 Richard Pearsing  
 Richard Rashbaum  
 Richard Turrell  
 Rita Cohen  
 Robena Corbett  
 Robert Antoine  
 Robert Brewer

Robert Fritz  
 Robert Hamilton  
 Robert Lowinger  
 Robert Morello  
 Robert Piero  
 Ron Rosen  
 Ronald Moore  
 Ronnie M. Herron  
 Rosemary Sullivan  
 Ruben Del Rosario  
 Russel Thomas  
 Ruth Baitcher  
 Safe Co Insurance Company  
 Sally Z. Inabinet  
 Samuel Wolpow  
 Sandra D' Amico  
 Sandra Pierrelli  
 Sara Cheeseman  
 Sarah Spencer  
 Sayad Zaribaf  
 Scott Miller  
 Scott Spring  
 Searle Communications, Inc.  
 Seth Gerstin  
 Sevim Abdelsameia  
 Sherry Sims  
 Sidney Briller  
 Snelson Companies  
 Southern Ins.  
 Stanley Blujus  
 Stanley M. Searle  
 State Farm Insurance  
 State of California Department of Motor Vehicles  
 Stella Bustos  
 Stephen D. Fogus  
 Steven Blake Poff  
 Steven Camp  
 Steven Camp  
 Steven Rossow  
 Sufyan Alfarouqi  
 Sydney Urshan  
 Syncom Capital Corp.  
 Syndicated Communications, Inc.  
 Tameka George

### **Committee Complaint Defendants**

BANK OF AMERICA, N.A	CREDIT SUISSE FIRST BOSTON, NEW YORK BRANCH
BANC OF AMERICA SECURITIES LLC	CREDIT SUISSE
BANK OF MONTREAL, BMO NESBITT BURNS CORP.	FIRST BOSTON (USA) INC.
WACHOVIA BANK, NATIONAL ASSOCIATION (F/K/A FIRST UNION NATIONAL BANK)	DEUTSCHE BANK AG (F/K/A BANKERS TRUST COMPANY),
WACHOVIA SECURITIES, INC. (F/K/A FIRST UNION SECURITIES, INC.)	DEUTSCHE
CITIBANK, N.A., CITICORP USA, INC.	BANC ALEX BROWN, INC. (F/K/A BT ALEX BROWN, INC.)
CITIGROUP	DLJ CAPITAL FUNDING, INC., DONALDSON, LUFKIN & JENRETTE, INC.
GLOBAL MARKETS HOLDINGS, INC. (F/K/A SALOMON SMITH BARNEY HOLDINGS, INC.) D/B/A SALOMON SMITH BARNEY, INC	FLEET NATIONAL BANK
CITIGROUP FINANCIAL PRODUCTS, INC. (F/K/A SALOMON BROTHERS HOLDING CO., INC.)	FLEET SECURITIES, INC.
ABN AMRO BANK N.V.	MERRILL LYNCH CAPITAL CORP
ABN AMRO SECURITIES LLC, BANK OF NEW YORK CO., INC	MERRILL LYNCH & CO., INC.
BNY CAPITAL CORP.	MORGAN STANLEY SENIOR FUNDING, INC.
THE BANK OF NOVA SCOTIA	MORGAN STANLEY & CO., INC.
SCOTIA CAPITAL (USA), INC.	PNC BANK CORP.
BARCLAYS	PNC CAPITAL MARKETS, INC.
BANK PLC	THE ROYAL BANK OF SCOTLAND, PLC
BARCLAYS CAPITAL INC.	SOCIETE GENERALE, S.A.,
CIBC, INC.,	SG COWEN SECURITIES CORPORATION
CIBC WORLD	SUNTRUST BANKS, INC.
MARKETS CORP.	SUNTRUST SECURITIES, INC.
JP MORGAN CHASE & CO. (F/K/A CHASE MANHATTAN CORP)	TORONTO DOMINION (TEXAS), INC.
CHASE SECURITIES, INC.	TD SECURITIES (USA) INC.
CREDIT LYONNAIS, NEW YORK BRANCH,	THE FUJI BANK, LIMITED
CREDIT LYONNAIS SECURITIES (USA), INC.	THE MITSUBISHI TRUST AND BANKING CORPORATION
	COOPERATIEVE CENTRALE

RAIFFEISEN-BOERENLEEN BANK B.A.	MEESPIERSON CAPITAL CORP.
"RABOBANK NEDERLAND," NEW YORK BRANCH	MELLON BANK, N.A.
BAYERISCHE LANDESBANK GIROZENTRALE	MERRILL LYNCH SENIOR FLOATING RATE FUND, INC.
CREDIT INDUSTRIEL ET COMMERCIAL	NATEXIS BANQUES POPULAIRES GROUP
CYPRESSTREE INVESTMENT FUND LLC	NATIONAL CITY BANK OF PENNSYLVANIA
DEBT STRATEGIES FUND, INC.	NORTH AMERICAN SENIOR FLOATING RATE FUND, INC.
DG BANK DEUTSCHE GENOSSENSCHAFTSBANK AG	OLYMPIC FUNDING TRUST, SERIES 1999
FARMERS & MERCHANTS BANCORP INC.	OPPENHEIMER SENIOR FLOATING RATE FUND
FIFTH THIRD BANCORP	PINEHURST TRADING INC.
FIRST ALLMERICA FINANCIAL LIFE INSURANCE COMPANY	PRINCIPAL LIFE INSURANCE COMPANY
FIRSTAR BANK, N.A.	RIVIERA FUNDING LLC
FOOTHILL INCOME TRUST II, L.P.	ROYAL BANK OF CANADA
FRANKLIN FLOATING RATE TRUST	SENIOR HIGH INCOME PORTFOLIO, INC.
JACKSON NATIONAL LIFE INSURANCE COMPANY	STANWICH LOAN FUNDING LLC
KEMPER FLOATING RATE FUND	STEIN ROE FLOATING RATE LIMITED LIABILITY COMPANY
KZH CYPRESSTREE-1 LLC	SUMITOMO MITSUI BANKING CORPORATION
KZH III LLC	THE DAI-ICHI KANGYO BANK, LTD.
KZH ING-2 LLC	THE INDUSTRIAL BANK OF JAPAN, LIMITED
KZH	THE TORONTO-DOMINION BANK
LANGDALE LLC	U.S. BANK NATIONAL ASSOCIATION
KZH PONDVIEW LLC	UBS AG, STAMFORD BRANCH
KZH SHOSHONE LLC	UNITED OF OMAHA LIFE INSURANCE COMPANY
KZH WATERSIDE LLC	BANK BOSTON, N.A.
LIBERTY FLOATING RATE ADVANTAGE FUND	BANK ONE, N.A.
(F/K/A LIBERTY-STEIN ROE ADVISOR FLOATING RATE ADVANTAGE FUND)	BANQUE NATIONALE DE PARIS
MASTER SENIOR FLOATING RATE TRUST	BAYERISCHE HYPOUND VEREINSBANK AG
	BNP PARIBAS

CITIZENS BANK OF RHODE ISLAND	AG CAPITAL FUNDING
CREDIT AGRICOLE INDOSUEZ	AIM FLOATING RATE FUND
CREDIT LOCALE FRANCE -- NEW YORK AGENCY	AIMCO CLO SERIES, 2000-A
DRESDNER BANK AG	AIMCO CLO SERIES, 2001-A
FIRST HAWAIIAN BANK	ALLSTATE INVESTMENTS, LLC
FIRST NATIONAL BANK OF CHICAGO	ALLSTATE LIFE INSURANCE CO.
FIRST NATIONAL BANK OF MARYLAND	ALPHA US FUND II, LLC
GENERAL ELECTRIC CAPITAL CORPORATION	AMARANTH FUND, L.P.
GOLDMAN SACHS CREDIT PARTNERS, L.P.	AMMC CDO I, LIMITED
ING PRIME RATE TRUST (F/K/A PILGRIM AMERICA PRIME RATE TRUST)	AMMC CDO II, LTD.
KZH HOLDING CORPORATION III	APEX (IDM) CDO LTD.
MANUFACTURERS AND TRADERS TRUST COMPANY	APEX (TRIMARAN) CDO I, LTD.
MORGAN GUARANTY TRUST COMPANY	ARCHIMEDES FUNDING II, LTD.
OCTAGON CREDIT INVESTORS LOAN PORTFOLIO	ARCHIMIDES FUNDING III LTD.
PFL LIFE INSURANCE COMPANY	ARES FINANCE-II LTD.
ROYALTON COMPANY	ARES CLO MANAGEMENT LLC
THE LONGTERM CREDIT BANK OF JAPAN, LTD.	ARES LEVERAGED INVESTMENT FUND II, L.P.
THE TRAVELERS INSURANCE COMPANY	ARES III CLO LTD.
UNION BANK OF CALIFORNIA, N.A.	ARES IV CLO LTD.
VAN KAMPEN AMERICAN CAPITAL PRIME RATE INCOME TRUST	ARES V CLO LTD.
WEBSTER BANK	ARES VI CLO LTD.
THE GOLDMAN SACHS & CO.	ATHENA CDO LIMITED
HSBC BANK USA	AURUM CLO 2002 – LTD.
KEY BANK OF NEW YORK	AVALON CAPITAL LTD.
ABBAY NATIONAL TREASURY SERVICES	AVALON CAPITAL LTD. 2
ADDISON CDO, LIMITED	B & W MASTER TOBACCO FUND
	BALANCED HIGH YIELD FUND II LTD.
	BALLYROCK CDO I LIMITED
	BEAR STEARNS INVESTMENT PRODUCTS

BEAR, STEARNS & CO.	DZ BANK AG DEUTSCHE ZENTRAL- GENOSSENSCHAFTSBANK EATON VANCE CDO II LTD.
BLUE SQUARE FUNDING SERIES 3	
BOSTON INCOME PORTFOLIO	EATON VANCE INSTITUTIONAL SENIOR LOAN FUND
BROAD FOUNDATION	EATON VANCE MANAGEMENT
CALIFORNIA PUBLIC EMPLOYEES RETIREMENT SYSTEM	EATON VANCE SENIOR INCOME TRUST
CAPTIVA IV FINANCE LTD.	ELC CAYMAN LTD.
CARAVELLE INVESTMENT FUND II, L.L.C.	ELC (CAYMAN) LTD. CDO SERIES 1999-I
CARLYLE HIGH YIELD PARTNERS II, LTD.	ELC (CAYMAN) LTD. SERIES 1999-I
CENTURION CDO II LTD.	ELC CAYMAN LTD. 1999-III
CENTURION CDO III, LIMITED	ELC (CAYMAN) LTD. 2001-I
CENTURY INTEREST	ELF FUNDING TRUST I
CENTURY POST PETITION INTEREST	ELF FUNDING TRUST III
CERES II FINANCE LTD.	ELI BROAD
CHARTERVIEW PORTFOLIO	EMERALD ORCHARD LIMITED
CIGNA INVESTMENTS, INC.	ENDURANCE CLO I, LTD.
CITADEL HILL 2000 LTD.	ERSTE BANK NEW YORK
CLYDESDALE CLO 2001-1 LTD.	EVERGREEN FUNDING LTD., CO.
COLUMBUS LOAN FUNDING LTD.	FC CBO IV LTD.
CONSTANTINUS EATON VANCE CDO V LTD.	FIDELITY ADVISOR FLOATING RATE HIGH INCOME FUND (161)
CONTINENTAL CASUALTY COMPANY	FIDELITY ADVISORS SERIES II
CSAM FUNDING I	FIDELITY CHARLES STREET TRUST
CSAM FUNDING II	FIDELITY HIGH YIELD COLLECTIVE
D.E. SHAW & CO., LLC	FIDELITY SCHOOL STREET TRUST
D.E. SHAW LAMINAR PORTFOLIOS, LLC	FIRST DOMINION FUNDING I
DB STRUCTURED PRODUCTS, INC.	FIRST DOMINION FUNDING II
DEBT STRATEGIES FUND II	FIRST DOMINION FUNDING III
DEBT STRATEGIES FUND III	FLAGSHIP CLO 2001-1
DELANO COMPANY #274	FLAGSHIP CLO II



FORTIS CAPITAL CORP.	HIGHLAND OFFSHORE PARTNERS
FRANKLIN ADVISOR, INC.	IBM WHITEHALL FUNDING 2001 TRUST
FRANKLIN CLO I	IDS LIFE INSURANCE COMPANY
FRANKLIN CLO II	INDOSUEZ CAPITAL FUNDING IIA, LTD.
FRANKLIN CLO III	INDOSUEZ CAPITAL FUNDING IV, L.P.
FRANKLIN FLOATING RATE DAILY ACCESS FUND	ING PILGRIM SENIOR INCOME FUND
FRANKLIN FLOATING RATE MASTER SERIES	ING SENIOR INCOME FUND
FRANKLIN FLOATING RATE TRUST GALAXY CLO 1999-1 LTD.	INVESTMENT FUND II LLC
GLENEAGLES TRADING LLC	INVESTMENT PARTNERS I
GOLDENTREE LOAN OPPORTUNITIES I, LTD.	J.H. WHITNEY
GOLDENTREE LOAN OPPORTUNITIES II, LTD.	MARKET VALUE FUND, L.P.
GOLDENTREE HIGH YIELD MASTER FUND, LTD.	JISSELKIKUN FUNDING, INC.
GOLDENTREE HIGH YIELD OPPORTUNITIES II, LTD.	JUPITER LOAN FUNDING LLC
GRAYSON & CO.	KATONAH I, LTD.
GREAT POINT CLO 1999-1	KATONAH II LTD.
GREYSTONE CLO LTD.	KATONAH III LTD.
GSC RECOVERY IIA, L.P.	KING STREET CAPITAL, L.P.
GT HIGH YIELD VALUE MASTER FUND	KZH CNC LLC
HALCYON FUND, L.P.	KZH HIGHLAND-2 LLC
HAMILTON CDO LTD.	KZH ING-1 LLC
HARBOUR TOWN FUNDING, LLC	KZH ING-3 LLC
HARBOURVIEW CDO II LTD.	KZH PAMCO LLC
HARBOURVIEW CLO IV, LTD.	KZH SOLEIL LLC
HARCH CLO I, LTD.	KZH SOLEIL-2 LLC
HIGH INCOME PORTFOLIO	KZH STERLING LLC
HIGHLAND LEGACY LIMITED	LANDMARK CDO LIMITED
HIGHLAND LOAN FUNDING V, LTD.	LCM I LIMITED PARTNERSHIP
	LEHMAN COMMERCIAL PAPER, INC.
	LONGHORN CDO (CAYMAN) LTD.

LONGHORN II CDO (CAYMAN) LTD.	NUVEEN FLOATING RATE FUND
MAGNETITE ASSET INVESTORS L.L.C.	NUVEEN SENIOR INCOME FUND
MERRILL LYNCH DEBT STRATEGIES FUND II, INC.	OAK HILL CLO MANAGEMENT I LLC
MERRILL LYNCH GLOBAL INVESTMENT SERIES: INCOME STRATEGIES PORTFOLIO	OAK HILL CREDIT PARTNERS I LIMITED
MIZUHO CORPORATE BANK, LTD.	OAK HILL FUND II, LTD.
ML CLO XV PILGRIM AMERICA (CAYMAN) LTD.	OAK HILL SECURITIES FUND, L.P.
ML CLO XX PILGRIM AMERICA (CAYMAN) LTD.	OPPORTUNITY FUND, LLC
MONUMENT CAPITAL LTD.	ORYX CLO, LTD.
MORGAN STANLEY EMERGING MARKETS, INC.	OWL CREEK ASSET MANAGEMENT, L.P.
MORGAN STANLEY PRIME INCOME TRUST	OXFORD STRATEGIC INCOME FUND
MOUNTAIN CAPITAL CLO I	PACIFICA PARTNERS I, L.P.
MOUNTAIN CAPITAL CLO II	PAM CAPITAL FUNDING L.P.
MUIRFIELD TRADING, LLC	PAMCO CAYMAN LTD.
MUZINICH CASHFLOW CBO II LTD.	PERRY PRINCIPLES LLC
MW POST OPPORTUNITY OFFSHORE FUND	PHOENIX-GOODWIN HIGH YIELD FUND
MW POST PORTFOLIO FUND	PILGRIM CLO 1999-1 LTD.
NATIONWIDE LIFE AND ANNUITY INSURANCE COMPANY	PILGRIM SENIOR INCOME FUND
NATIONWIDE MUTUAL INSURANCE COMPANY	PIMCO CORPORATE INCOME FUND
NEMEAN CLO LTD.	POST BALANCED FUND, L.P.
NEW ALLIANCE GLOBAL CDO, LIMITED	POST HIGH YIELD L.P.
NEW YORK LIFE INSURANCE AND ANNUITY CO.	POST OPPORTUNITY FUND, L.P.
NOMURA BOND & LOAN FUND	POST OPPORTUNITY OFFSHORE FUND
NORTHWOODS CAPITAL, LTD.	PPM SHADOW CREEK FUNDING LLC
NORTHWOODS CAPITAL II, LTD.	PPMSPYGLASS FUNDING TRUST
NORTHWOODS CAPITAL III, LTD.	PROVIDENCE CAPITAL LLC
	PRUDENTIAL INSURANCE COMPANY OF AMERICA
	PUTNAM DIVERSIFIED INCOME TRUST
	PUTNAM HIGH YIELD ADVANTAGE FUND
	PUTNAM HIGH YIELD TRUST

PUTNAM MASTER INCOME TRUST	SKANDINAVISKA ENSKILDA BANKEN (AB)
PUTNAM MASTER INTERMEDIATE INCOME TRUST	SL LOANS I LIMITED
PUTNAM PREMIER INCOME TRUST	SOF INVESTMENTS, L.P.
PUTNAM VARIABLE TRUST – PVT DIVERSIFIED INCOME FUND	SPRUGOS INVESTMENTS IV, LLC
PUTNAM VARIABLE TRUST – PVT HIGH YIELD FUND	SRF 2000 LLC
QDRF MASTER LTD.	SRS STRATEGIES (CAYMAN), L.P.
QUANTUM PARTNERS LLC	SRVHIGHLAND, INC.
RACE POINT CLO, LIMITED	STANFIELD ARBITRAGE CDO LTD.
REDWOOD MASTER FUND, LTD.	STANFIELD CLO, LTD.
RELIANCE STANDARD LIFE INSURANCE COMPANY	STANFIELD
RESTORATION FUNDING CLO LTD.	QUATTRO CLO, LTD.
ROSEMONT CLO, LTD.	STANFIELD RMF TRANSATLANTIC CDO LTD.
SAFETY NATIONAL CASUALTY CORP.	STATE OF SOUTH DAKOTA RETIREMENT SYSTEM
SANKATY HIGH YIELD PARTNER II, L.P.	STEIN ROE & FARNHAM CLO I LTD.
SATELLITE SENIOR INCOME FUND, LLC	STEPHEN ADAMS LIVING TRUST
SAWGRASS TRADING LLC	SUNAMERICA SENIOR FLOATING RATE, INC.
SCUDDER FLOATING RATE FUND	SYNDICATED LOAN FUNDING TRUST
SEABOARD CLO 2000 LTD.	THE ING CAPITAL SENIOR SECURED HIGH INCOME HOLDINGS FUND, LTD.
SENECA CAPITAL, L.P.	THE PRESIDENT & FELLOWS OF HARVARD COLLEGE
SENIOR DEBT PORTFOLIO	THIRD AVENUE TRUST
SEQUILLS – CENTURION V LTD.	THRACIA LLC
SEQUILLS-ING (HBDGM) LTD.	TRAVELERS CORPORATE LOAN FUND, INC.
SEQUILLSLIBERTY, LTD.	TRYON CLO LTD. 2000-1
SEQUILLS-MAGNUM LTD.	TUSCANY
SEQUILLS-PILGRIM I, LTD.	CDO LTD.
SIERRA CLO I LTD.	TYLER TRADING, INC.
SIGNATURE 1A (CAYMAN), LTD.	UNIVERSITY OF CHICAGO
	VAN KAMPEN PRIME RATE INCOME TRUST

VAM KAMPEN SENIOR FLOATING RATE FUND

VAM KAMPEN SENIOR INCOME TRUST

VENTURE CDO 2002, LIMITED

WESTMINSTER BANK PLC

WHITNEY PRIVATE DEBT FUND, L.P.

WINDSOR LOAN FUNDING, LIMITED

WINGED FOOT FUND TRUST

JOHN DOE NOS. 1-100

JOHN DOE, INC. NOS. 1-100

## MPAA Plaintiffs And Claimants

*Motion Picture Association of America  
on behalf of MPAA represented entities as  
follows:*

ABC FAMILY WORLDWIDE, INC.  
AFMA COLLECTIONS, A DIVISION OF  
AFMA  
ALLIED COMMUNICATIONS, INC.  
AUDIO-VISUAL COPYRIGHT SOCIETY  
LIMITED  
BABE WINKELMAN PRODUCTIONS, INC.  
BENNETT PRODUCTIONS  
BIG LEAGUE GOLF, INC.  
BIG TICKET TELEVISION, INC.  
BUENA VISTA TELEVISION  
CABLE NEWS NETWORK LP, LLLP  
CALIFON PRODUCTIONS, INC.  
CARSEY-WERNER-MANDABACH, LLC  
(f/k/a THE CARSEY-WERNER COMPANY,  
LLC)  
CBS BROADCASTING, INC.  
CF ENTERTAINMENT, INC.  
CINAR CORPORATION  
CLASSIC MEDIA, INC.  
CNBC, INC.  
COMPACT COLLECTIONS LIMITED  
CRYSTAL PICTURES, INC.  
D.L. TAFFNER, LTD.  
DIC ENTERTAINMENT, L.P.  
DICK CLARK PRODUCTIONS, INC.  
DREAMWORKS LLC  
FINTAGE PUBLISHING AND COLLECTION  
B.V.  
FOX ENTERTAINMENT GROUP, INC.  
FREMANTLEMEDIA NORTH AMERICA,  
INC.  
GENESIS INTERMEDIA, INC.  
GRIZZLY ADAMS PRODUCTIONS, INC.  
GT MERCHANDISING & LICENSING CORP.  
GUTHY-RENKER  
HALLMARK ENTERTAINMENT  
DISTRIBUTION LLC  
HAWTHORNE COMMUNICATIONS, INC.  
HEARST ENTERTAINMENT, INC.  
INTERSPORT, INC.  
JALBERT PRODUCTIONS, INC.  
JASINSKI TV  
JEOPARDY PRODUCTIONS, INC.  
KOST BROADCAST SALES  
LITTON SYNDICATIONS  
MAJOR LEAGUE BASEBALL PROPERTIES,  
INC.  
MARTHA STEWART LIVING OMNIMEDIA,  
INC.

MARTY STOUFFER PRODUCTIONS INC.  
METRO-GOLDWYN-MAYER STUDIOS INC.  
MG/PERIN, INC.  
MICHAEL JAFFE FILMS, LTD.  
MODERN ENTERTAINMENT, LTD.  
NATIONAL BASKETBALL ASSOCIATION  
NATIONAL BROADCASTING COMPANY,  
INC.  
NATIONAL HOCKEY LEAGUE  
NELVANA LIMITED  
NEW LINE CINEMA CORPORATION  
NFL FILMS  
NGT, INC.  
OLIVER PRODUCTIONS INC.  
OVERVIEW PRODUCTIONS, INC.  
PARAMOUNT PICTURES, A VIACOM  
COMPANY  
PRODUCTIONS ZONE 3 INC.  
RED HORSE LLC  
RYSHER ENTERTAINMENT  
SCHOLASTIC ENTERTAINMENT INC.  
SCREEN MEDIA VENTURES, LLC  
SCRIPT TO SCREEN PRODUCTIONS, INC.  
SFM ENTERTAINMENT LLC  
SFX TELEVISION  
SONY PICTURES TELEVISION INC.  
SPECTACOR FILMS  
SPELLING TELEVISION INC.  
STEPHEN J. CANNELL PRODUCTIONS,  
INC.  
STEVE ROTFELD PRODUCTIONS, INC.  
STEVE WHITE FILMS  
TALL PONY PRODUCTIONS, LLC  
TELCO PRODUCTIONS, INC.  
THE CANADIAN BROADCASTING  
CORPORATION (CBC)  
THE LANDSBURG COMPANY  
THE PROGRAM EXCHANGE on behalf of  
GENERAL MILLS SALES, INC.  
THE RECORDING INDUSTRY  
ASSOCIATION OF AMERICA, INC.  
THE SUMMIT MEDIA GROUP, INC.  
TOTAL GYM FITNESS, LLC  
TRANSWORLD INTERNATIONAL, INC.  
TRIBUNE ENTERTAINMENT COMPANY  
UNIVERSAL CITY STUDIOS  
PRODUCTIONS LLLP  
WARNER BROS. ENTERTAINMENT INC.  
WESTERN INTERNATIONAL  
SYNDICATION  
WNBA ENTERPRISES, LLC  
WORLDVISION ENTERPRISES, INC.

***Office of the Commissioner of Baseball***

Anaheim Angels L.P.  
Baltimore Orioles Limited Partnership  
The Boston Red Sox Baseball Club  
Chicago White Sox, Ltd.  
Cleveland Indians Baseball Company  
Detroit Tigers, Inc.  
Kansas City Royals Baseball Corporation  
Minnesota Twins  
New York Yankees Limited Partnership  
Athletics Investment Group, LLC d/b/a  
Oakland Athletics Baseball Company\  
The Baseball Club of Seattle, L.P.  
Tampa Bay Devil Rays, Ltd.  
Texas Rangers Baseball Partners  
Toronto Blue Jays Baseball Club/Rogers  
Blue Jays Baseball Partnership  
AZPB Limited Partnership

Atlanta National League Baseball Club, Inc.  
Chicago National League Ball Club  
Cincinnati Reds, L.L.C  
Colorado Rockies Baseball Club, Ltd.  
Florida Marlins, L.P.  
Houston McLane Company, Inc.  
Los Angeles Dodgers, Inc.  
Milwaukee Brewers Baseball Club, Limited  
Partnership  
Baseball Expos, LLP  
Sterling Mets, L.P.  
The Phillies  
Pittsburgh Associates  
St. Louis Cardinals, L.P.  
Padres L.P.  
San Francisco Baseball Associates L.P.

***National Basketball Association***

***WNBA Enterprises, LLC***

***National Football League***

***National Collegiate Athletic Association***

The America East Conference  
The Atlantic Coast Conference  
The Atlantic 10 Conference  
The Big East Conference  
The Big Sky Conference  
The Big South Conference  
The Big Ten Conference  
The Big 12 Conference  
The Big West Conference  
The Central Intercollegiate Athletic  
Association  
The Colonial Athletic Association  
The Conference USA  
The Horizon League  
The Missouri Valley Conference  
The Mountain West Conference  
The Northeast Conference  
The Pacific-10 Conference  
The Southeastern Conference  
The Southern Intercollegiate Athletic  
Conference  
The Sun Belt Conference  
Arkansas, University of (Fayetteville)  
Arkansas State University  
Austin Peay University  
Ball State University  
Baylor University  
Boise State University  
Bradley University

Brigham Young University  
California, University of (Berkeley)  
Campbell University  
Colorado, University of (Boulder)  
Connecticut, University of  
Dayton, University of  
DePaul University  
Drake University  
Gonzaga University  
Hartford, University of  
Hawaii, University of (Manoa)  
Hope College  
Illinois, University of (Champaign)  
Indiana State University  
Lehigh University  
Louisiana, University of (Lafayette)  
Louisville, University of  
Marine, University of (Orono)  
Marshall University  
Maryland, University of (College Park)  
Massachusetts, University of (Lowell)  
Memphis, University of  
Missouri, University of (Columbia)  
Montana, University of  
Montana State University (Bozeman)  
Nebraska, University of (Lincoln)  
New Hampshire, University of  
New Mexico, University of  
North Carolina, University of (Charlotte)

North Carolina, University of (Wilmington)  
Northern Iowa, University of  
Ohio State University  
Ohio University  
Oklahoma, University of  
Oregon, University of  
Pennsylvania State University  
?Quinnipiac University  
South Florida, University of  
Southwest Missouri State University  
Stanford University  
Tennessee, University of (Martin)  
Tennessee, Technological University

Texas, University of (Austin)  
Texas Tech University  
Towson University  
Utah, University of  
Vanderbilt University  
Vermont, University of  
Virginia Commonwealth University  
Wagner College  
Western Kentucky University  
Wichita State University  
Wisconsin, University of (Eau Claire)  
Wisconsin, University of (Milwaukee)  
Wyoming, University of

**Parties Who Filed Notices of Appearances in Cases as of 6/30/04**

Communications Workers of America  
Hanover Insurance Company  
City of Redondo Beach, California  
City of San Buenaventure, California  
Microsoft Corporation  
Walt Disney Company and its affiliates  
Harron Management Company, LLC  
Verizon Media Ventures Inc.  
Verizon Communications, Inc.  
ML Media Partners, L.P.  
Wachovia Bank, N.A.,  
Lifetime Entertainment Services  
MasTec, Inc.  
Commscope of North Carolina  
Fox Cable Networks Services LLC  
Boeing Capital Corporation  
Verizon Communications Inc.  
General Dynamics  
Dycom Industries  
Sprint Communications Corporation  
Circle Acquisitions, Inc.  
Circle Security Systems Inc.  
Comedy Partners  
Charlotte Enterprises LP  
Quanta Services Inc  
Wilco Media  
Starz Encore Group LLP  
Charter Communications, Inc.  
County of Loudoun, Virginia  
Central Maine Power Company  
Law Debenture Trust Company of New York  
Royal & SunAlliance Insurance Company  
Devon Mobile Communications, LP  
Virginia Association of Counties & Virginia Municipal League  
Greenhill & Co., LLC  
Kasowitz Benson Torres & Friedman LLP  
Oxygen Media LLC  
The Bank of New York  
Cable Constructors, Inc.  
Tele-Media Corporation of Delaware  
Timothy J. Rigas  
Michael J. Rigas  
John J. Rigas  
James P. Rigas

Power & Telephone Supply Co  
 Intervivos Trust of Margaret E. Harron  
 City of Los Angeles  
 Sidley Austin Brown & Wood LLP  
 U.S. Bank National Association  
 General Electric Capital Corporation  
 Covington & Burling  
 San Diego Gas & Electric Company  
 Satellite Engineering Group, Inc  
 Missouri Department of Revenue  
 Washington State Department of Revenue  
 New York State Public Service Commission  
 CIT Lending Services Corporation  
 United States of America  
 Streeter Associates Inc  
 WorldCom, Inc.  
 Highfields Capital Management  
 St. Augustine Church  
 U.S. Securities and Exchange Commission  
 Bear, Stearns & Co. Inc  
 Peter Venetis,  
 Ellen Rigas Venetis  
 Songcatcher Films, LLC  
 ErgoArts, Inc  
 Triumph III Investors, LP  
 Triumph Partners III, LP  
 Harbourvest Partners V-Direct Fund  
 Alta VII Associates, LLC  
 Alta Communications VII, LP  
 ADC Telecommunications, Inc  
 James R. Brown  
 Georgia Power Company  
 Associated Electric & Gas Insurance Services Limited  
 NMHG Financial Services, Inc  
 Banc of America Securities LLC  
 Dennis P. Coyle  
 Leslie J. Gelber  
 Erland E. Kailbourne  
 Michael C. Mulcahey  
 Home Shopping Network, L.P.  
 City of Anaheim  
 The Walter S. Stewart Company  
 Stewart Realty Limited Partnership  
 Stewart Management Corporation  
 Bloom, Borestein & Savage P.C.  
 Fiber Technologies Networks, LLC  
 Cox Communications, Inc  
 Wachovia Bank, National Association  
 Georgia Department of Revenue  
 Genuity Solutions Inc.  
 Alpha Technology, Inc.  
 World Wrestling Entertainment, Inc  
 Alternative Networking, Inc.  
 Unsecured Claim Estate Representative of Teligent  
 A&E Networks  
 V Laurendi  
 Eugene J. Kottenstette - Assistant Attorney for the City of Denver, CO  
 Atex, Inc. Power & Telephone Supply Co  
 DirectionalBore, Inc.  
 LG International  
 OSS Technologies, Inc.  
 180 Connect, Inc



Rutter Communications Network  
 SBC Affiliates  
 LG International (America), Inc  
 Streeter Associates Inc  
 General Electric Capital Corporation  
 Bell South Financial Services n/k/a BSFS Equipment Leasing  
 Travelers Casualty & Surety Company of America  
 WorldCom, Inc.  
 E! Entertainment Television  
 Tracy Allard-Villar  
 Wachovia Bank, National Association  
 Cable Plus, Inc  
 General Electric Capital Corporation  
 Bell South Financial Services n/k/a BSFS Equipment Leasing  
 Alabama Power Company  
 Stewart Realty Limited Partnership and Stewart Management Corp  
 Circle Acquisitions, Inc. & Circle Security Systems, Inc  
 Home Box Office  
 Turner Broadcasting System, Inc  
 OZ Management, LLC  
 J.P. Morgan Securities, Inc.  
 Breck E. Milde  
 Key Bank National Association  
 Ad Hoc Adelpia Trade Claims Committee  
 The Fishel Company  
 Century/ML Cable Venture  
 Fleet National Bank  
 Spock Enterprise L.L.C.  
 Fortis Capital Corp  
 Merritt River Commercial, LLC  
 John J. Rigas  
 Dexia Credit Local de France-New York Agency  
 Silver Point Capital  
 New York State Department of Taxation and Finance  
 Deloitte & Touche LLP  
 ANS Advanced Network Services, LLC  
 Banc of America Securities LLC  
 AboveNet, Inc.  
 West Boca Security, Inc., FPL Group Inc.  
 JP Morgan Chase Bank  
 Calyon New York Branch

**Parties Who Filed Notices of Substantial Equity Interest in Cases as of 6/30/04**

Baupost Limited Partnership  
 Highfields Capital Management LP  
 Leonard Tow  
 Claire Tow  
 Leonard and Claire Tow Charitable Trust, Inc.  
 The Tow Foundation, Inc.  
 Citizens Communications Company  
 CU Capital Corporation  
 The Claire Tow Trust  
 The Tow Charitable Remainder Unitrust # 1  
 Wallace R. Weitz & Company  
 Northwestern Mutual Life Insurance Company  
 Taurus Investors LLC  
 Wexford Capital LLC  
 WI Software Investors LLC  
 Wexford Spectrum Investors

OZ Management, LLC  
OZF Management, LP  
CSC Holdings, Inc.  
Magten Asset Management  
Spock Enterprise L.L.C.  
Highbridge International LLC's  
Highbridge Capital

**Committee of Unsecured Creditors**

Appaloosa Management  
W.R. Huff Asset Management Co. LLC  
MacKay Shields LLC  
Law Debenture Trust Company of New York  
U.S. Bank National Association  
Home Box Office  
Viacom  
Sierra Liquidity Fund, LLC

**Committee of Equity Security Holders**

Mr. Leonard Tow  
Wallace R. Weitz & Company  
AIG DKR Sound Shore Funds  
Blue River LLC  
Highbridge Capital Corp

# **EXHIBIT 23**

7/1/96 Forbes 68  
1996 WLNR 4180552

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July 1, 1996

Volume 158; Issue 1

Herbert Allen and his merry dealsters. (Allen & Co. Inc., investment bankers) (Company Profile) (Interview) (Cover Story)  
Machan, Dyan

Allen is the preeminent entertainment industry dealmaker, having steered the Disney-Capital Cities, Westinghouse-CBS, and Seagram's-MCA mergers to completion. Herbert Allen's tiny, 174-person operation runs like a small town, with each of the 14 managing directors directly shepherding each deal.

"OVER A LONG WEEKEND, I could teach my dog to be an investment banker." Herbert A. Allen, 56, president of Allen & Co. Inc., has scant respect for the industry in which he has spent his career. "It's the only industry working at full overcapacity," he says. "How many mergers and acquisitions people are really needed?"

Not many, in Herbert Allen's view. Most of what Wall Street does is redundant, he believes, and so are most of its high-paid people. "Corporations can find their own deals, and boards should take responsibility to make sure they do," Allen asserts. Finance isn't all that complicated, Allen would argue; if a deal makes sense, you shouldn't need a Wharton degree to see that it does.

Allen makes no effort to hide his contempt for most of what passes as investment banking. "The capital-raising function is legitimate; the rest is all hot air. Two hundred and eighty analysts showed up for a recent Coca-Cola meeting, each writing forecasts within a penny of each other. How many are necessary? Probably two." All those mergers and acquisitions people? "They might as well be hot dog vendors. Boards hire all these bodies to supply a fatty analysis that no one reads. It's padding for (the boards') rear ends. They (the boards) might as well look at those reports upside down."

"The big firms with access to public capital will probably be around, but the other guys will go away, being acquired or folded into one another," Allen concludes.

What deals are left will be done for far less than the eight-figure fees typical these days of run-of-the-mill mergers and acquisitions work. Allen says, "People will compete in pricing because basic economics always wins."

"Ultimately Wall Street will be eliminated," he says.

So, is Allen worried? Is he telling his son and heir apparent to seek work in another business? No way. He believes his kind of shop will survive because of what it is and the way it's structured.

"Deals just don't get done in Hollywood unless they (Allen & Co.) are involved," says Barry Diller, chairman of Silver King Communications, a broadcast television company, and an Allen & Co. client of long standing. In the giant Disney-Capital Cities/ABC merger last year, Allen & Co. was the only investment adviser used by that redoubtable pair, Warren Buffett and Cap Cities chairman Thomas Murphy. Also last year Allen represented the buyer or seller in two other entertainment megadeals: Westinghouse's \$5.4 billion purchase of CBS and Seagram's \$5.7 billion purchase of 80% of MCA from Matsushita.

If Wall Street is a dinosaur, how is Allen & Co. different?

To begin with, it's small. It employs 174 people in one office, on Manhattan's Fifth Avenue. Compare this with Salomon's 6,400 employees and its offices in 22 countries. Or with Merrill Lynch's 46,400 people and 550 offices worldwide. Allen & Co. has just \$275 million in capital and no debt. By contrast, Goldman, Sachs and Salomon each have roughly \$5 billion in capital but have \$13 billion in debt.

Of course, Allen doesn't pretend to do all the things its bigger competitors do. No real estate investing, currency hedging or derivatives. It has no research department--none. The research is done by the principals themselves. Allen & Co. does venture capital, underwriting, private placements and money management.

"It's a unique culture," says Allen, in his soft-spoken way. "We have a welfare state for our employees, and raw capitalism for the principals."

Let's parse those statements, because they express the crux of a highly effective management philosophy. Allen & Co. is a welfare state because last year it paid its salaried employees annual bonuses equal to 100% of their pay. It's capitalist because it's made Allen close to a billionaire and made multimillionaires of its 14 managing directors. With only a few mouths to feed, Allen can afford to feed them well, and he does.

The rawness consists of this: There are no guarantees, no safety net. The firm pays only nominal salaries to principals. On every deal he or she brings in, an Allen managing director gets 30% of the take in cash after expenses are paid. They don't have to wait until year's end. When the client pays, Allen pays. Because Allen runs a lean shop and doesn't require huge amounts of borrowed capital, the overhead and expenses that come off the top are relatively modest.

The lean overhead and slim staffing allow Allen & Co. to stress a principal-to-principal approach. "There is no bait and switch at Allen" is the way managing director Nancy Peretsman puts it. She refers to the common practice of sending a senior person to solicit an account and then turning it over to juniors. "In bigger firms, the name gets the business," Peretsman claims. "The actual execution gets handed to a team of new M.B.A.s, who are clueless. Working for big firms is like living in New York City. Allen is like living in a little town."

Allen & Co.'s principals, in short, are not just agents of the firm; they are personal participants in every deal they bring in. When an Allen principal wants the firm to invest, Allen first asks: "How much of it do you want? If he's not willing to make the personal sacrifice and gamble on the investment, I'll say, 'We'll pass.'" It's a put-up-or-shut-up culture. "Most Wall Street firms give what they call 'objective advice,' which means they have nothing to lose by giving bad advice. I say, forget objectivity."

Could this compensation principle be applied to other businesses?

Allen says he actually tried to promote such a compensation system back in the late 1970s and early 1980s when he controlled Columbia Pictures. He suggested the moviemaker pay studio executives a small salary and a portion of profits. "I couldn't get anyone interested," he says.

"It might not work in a large company," Allen muses, "but in a small place, a system like ours can work." Yet another reason Allen wants to remain relatively small.

The original Allen & Co. partnership was formed 74 years ago by Allen's uncle, Charles Allen, who died in 1994. Herbert's father, also named Herbert, now 88 and ailing, joined his brother in 1927. They backed and invested in new and established companies, the biggest success being the pharmaceutical company Syntex, which was sold in 1994 to Roche Holding Ltd. for \$5.3 billion. Other big Allen successes: Benguet Consolidated, a Philippines-based gold mine, and Ogden Corp., a food service company. Allen & Co. never did lots of deals. Not burdened with overhead, it didn't have to. It was an outfit that worked more by gut instinct and feel than by lengthy study. In 1975 Charles Allen was interviewed by FORBES. He cited his immensely successful purchase of a controlling interest in Syntex: "Lazard was analyzing and analyzing, and we just said 'fine.' All our deals are that way." We asked him why he made such a snap judgment: "Interesting product," Charles Allen replied. "Liked the people." This could be Herbert speaking.

Brought up in the family business, Allen was given responsibility early on. In 1966, at 26 and a few years out of Williams College, he was tapped by his uncle and his father to be chief executive at their investment bank, Allen & Co. Inc. This was only a tiny part of their holdings. Much as they wanted to see the boy make good, the elder Allens weren't betting the farm on him. Allen & Co. Inc. started with just \$1 million in capital.

Herbert Allen soon showed his dad and his uncle that he could handle the responsibility. In 1973 he put up \$1 million of his own money and \$500,000 of the firm's to buy a controlling interest in Columbia Pictures at \$4 a share. His father and uncle didn't think much of the idea but, what the hell, give the kid a chance to learn from his mistakes. It looked as if he had made a big one. Six years after Allen bought control, Columbia studio chief David Begelman was caught embezzling studio money.

But Allen turned the company around and sold Columbia to Coca-Cola in 1982, receiving Coke stock worth \$72 for each of the Columbia shares that had cost him \$4. Allen & Co. Inc. still holds all of its Coke, and each of those \$4 Columbia shares is now worth \$2,400 in Coke stock. Herbert Allen personally, and Allen & Co. Inc., have, so far, together made a cool half-billion dollars.

Despite a general perception to the contrary, Coca-Cola made out pretty well, too. After investing a total of \$750 million in the film company, Coke and its shareholders ultimately realized a \$3 billion gain when Columbia was spun off and sold to Sony nine years later.

The deal made Allen a power in the entertainment business. He never forgot that he succeeded because his elders let him take risks provided he put up his own money alongside the firm's. He treats his associates the same way. It shows in the type of people the firm attracts.

After getting a law degree from Harvard and an M.B.A. from Stanford, Richard Fields passed up more lucrative offers at other Wall Street firms to join Allen as an associate for roughly \$60,000 a year in 1986. "I liked that there was no structure," says Fields. "I didn't mind the lower pay. I was young and didn't have many responsibilities, and Allen & Co. was the only place I could invest and do agency work at the same time."

His chance to invest came five years later. He brought to Allen Omnipoint, a company that owned intriguing wireless communication technology. It needed \$5 million to get off the ground. Would Allen & Co. prime the pump with \$1.5 million? Allen put the usual question to Fields: Will you personally take 10% to 30% of the deal? Sure, Fields replied, if I had the money, but I haven't a dime. Allen arranged a loan of \$150,000. Fields took 10% of the Allen stake in Omnipoint.

Fields received from Omnipoint five-year warrants that converted to common stock, a seat on the board and a three-year contract to handle all of the firm's investment banking. It would be years before the investment would pay off, but Fields would have income from investment banking work for rent and spending money.

In January this year, Omnipoint went public at \$16 a share; the stock sold recently at \$31. Allen & Co.'s \$1.5 million in stock and warrants is worth \$103 million. Fields, 40, now an Allen & Co. managing director, has taken out more than his original investment in fees. His Omnipoint holdings are worth \$15 million.

Fields' fellow managing directors are an assortment of ruggedly individualistic buccaneers. Managing director Paul Gould, 50, can well afford the antique toys and stuffed animals that fill his office to overflowing. Managing Allen & Co. Inc.'s \$150 million arbitrage fund, Gould has earned a 19% annualized return since 1979, compared with the market's 15%. Gould has a nose for finding companies that are merger bait, often at first glance unlikely prospects. One was Resource Recycling Technologies. In 1993 Gould, along with Allen & Co., bought a 35% piece of the company for \$2 million. Its business of collecting and selling recyclables like cardboard and glass was itself in the dumpster. Then prices started to rise, with cardboard going from \$30 a ton to up to \$150 a ton. Last year Gould sold the company to WMX Technologies at four times what he and the firm paid.

At 61, managing director Stanley Shuman is a 35-year veteran of Allen & Co. Shuman is one of media magnate Rupert Murdoch's closest advisers, and he's close to wealthy Manhattan real estate developer Bernard Mendik. Shuman is no shrinking violet, and his large ego is a source of amusement to some of his colleagues. "When you tell Stan you know someone, he always goes one step better," jokes managing director John Schneider. "I'll say, 'I know Bob Wright,' and he'll say, 'I know Jack Welch.'" Allen chimes in: "Everyone of any consequence was once Stan's roommate."

Allen & Co.'s chairman is Donald Keough, 69. The day after retiring from Coca-Cola as president in 1993, Keough became chairman of Allen & Co. With his legendary Rolodex, Keough helps open doors. And occasionally, he assists in a side of the business that Herbert Allen despises: the ceremonial. At a recent event, Keough was schmoozing with clients and potential clients when Allen, who likes dinner at 5:30 p.m. and bed at 9 p.m., was probably fast asleep.

Allen himself is a somewhat aloof and physically restless man. He's constantly on the move between a house he helped design in Williams town, Mass., his condo in Sun Valley, Idaho, a rustic ranch in Cody, Wyo. and his apartment in New York City's Carlyle Hotel. One gets the sense that even as he answers your questions, part of

his mind is simultaneously somewhere else. Early to bed, he's early to rise, usually walking his dog before 6 a.m. and occasionally working out at the Allen & Co. gym before 7 a.m. Says managing director John Simon: "I don't know him at all. I wish I did." Keough, with his warm, avuncular manner, is as close as Allen has to a business confidant.

"Herbert Allen is not a conventional person and doesn't try to run a typical operation," says Warren Buffett. That is something of an understatement.

That atmosphere attracts interesting people. John Simon has three graduate degrees and is known as Dr. Sour because he's never met a deal that at first sniff he's liked. Second sniff, however, has led him to Applied Imaging, a medical instrumentation company that is about to go public through Montgomery Securities at around seven times Simon's original \$2 million investment.

Managing director Enrique Senior, 53, is a Cuban immigrant who has three undergraduate degrees and an M.B.A. He played a key role in Cap Cities/ABC's merger with Disney, as well as in the original Columbia sale to Coke. "Senior really knows our business," says Tom Murphy, retired chief executive of Cap Cities. Adds Buffett: "We only had three days to do the merger, or not at all. Senior did a masterful presentation."

John Schneider, 57, the firm's institutional salesman, is cut from a different cloth. He's a raucous practical joker. He once rode a horse into a Sun Valley cocktail party, during Allen's annual conference. "He knows every body," says superentrepreneur Wayne Huizenga, who has used Allen & Co. to raise \$400 million in the last 12 months to fund acquisitions for Republic Industries (FORBES, Nov. 20, 1995). Schneider lined up the first \$100 million for Republic by signing up eight investors while they were sitting around a pond at the Sun Valley conference.

Nancy Peretsman, 41, is one of the rare recent hires. She came over from Salomon last year. Allen had been looking Peretsman over for a long time. As a student at Princeton in the 1970s, she baby-sat for Allen's children and had a summer internship at Allen & Co. working for Paul Gould. She kept in touch and, in 1980, Herbert Allen handed her some business when he was running Columbia Pictures. Kirk Kerkorian had made a hostile bid for Columbia Pictures. Allen gave Peretsman, then an associate at Blythe Eastman Dillon, the assignment of writing a fairness opinion on his offer. She parlayed that success and moved on to Salomon as a media specialist. Last year she finally signed on at Allen & Co.

Peretsman says she joined him in part because she wanted a chance to invest in the deals she develops rather than just getting paid for them.

Not everything Allen does turns to gold, which has encouraged him to keep the firm small. Allen Value Partners, a \$100 million fund for institutional investors, is being liquidated after earning an average of 12% annually for its seven years, a return Allen sheepishly calls mediocre. Besides not doing especially well, the fund created some conflict of interest problems for the firm. It comes down to this: Dealmaking and investing is Allen's strength; running money isn't.

In short, Allen & Co. is chiefly a function of what its principals are good at. It is a loose confederation of individual dealsters. In 1986 Allen created a special class of "B" shares that would be handed out to his managing directors. The idea was that increased stock ownership might encourage more cooperation among the principals, more synergy. He's not sure it's worked. Now he prefers rewarding people



with options on some of the firm's holdings rather than stock in the firm.

Allen once said he has lunch with his managing directors every Wednesday "to keep them from killing each other." What holds them together is their relationship with Herbert Allen and the system that gives them support but imposes few rules on them.

This is not a place where you have to appear busy if you are not. Stanley Shuman usually takes a month off a year to ski at Vail. Short of utter disaster, Enrique Senior leaves the office for the tennis court promptly at 4:30 p.m. You get no brownie points here for working long hours or churning out impressive reports. Quite the contrary: If you appear to be working too hard, Herbert Allen may order you off to a safari in Africa, which he once did with Jack Schneider over his protests.

What these people have in common, besides unconventional personalities and a liking for risk, is a relationship with key clients that goes beyond the usual investment banking relationship and makes them key advisers. Nancy Peretsman, for example, is close to Laurence Tisch, to the senior partners of Boston Ventures and to Gustave Hauser of Hauser Communications.

Jack Schneider counts among his best clients, besides Wayne Huizenga, Nike's Philip Knight, retired Wesray partner Ray Chambers and WMX's Phillip Rooney.

Paul Gould deals with John Malone of Tele-Communications, Inc.; Edgar Bronfman Jr. of Seagram; and Brian Roberts of Comcast.

Still laboring in relative obscurity in the bowels of the firm is Herbert Allen III. The young Herbert, 29, walks and talks like his father, right down to his boisterously uninhibited laugh. Fresh from Yale in 1989, he worked for mutual fund house T. Rowe Price and London investment firm Botts & Co., before joining the family firm. If he acquits himself well, there's little doubt he can succeed his father. His father owns slightly less than 45% of Allen & Co., and his family owns 35% more. The 14 managing directors and a few other employees own the rest.

Is Allen's low overhead, principal-to-principal, virtually paperless dealmaking the wave of the future?

A prominent competitor who insists on anonymity disparages some of Allen's more sweeping predictions. He says: "Look at their market share. It's minuscule in every category--from IPOs to underwriters to investment banking. Allen charges lower fees because it can't always command the highest fees. They charge what they can get. Herbert Allen should be less of a hypocrite, saying that he doesn't care about doing more investment banking business. They even cultivate an image that they don't care about their image, which is far from the truth. When they were representing QVC they were talking to the press every day."

Yet even this competitor sees shrinkage in the merger and acquisition fees that bring in billions of dollars every year to The Street. Allen & Co. got just \$2 million for its role in the giant Disney-Cap Cities/ABC deal. Warren Buffett, an Allen client on the deal, points out it wasn't typical because, unlike most corporate chieftains, he and Tom Murphy were experienced dealmakers. They didn't need reams of computer printouts and platoons of M.B.A.s. All they wanted was a fairness opinion to present to their board. Herbert Allen had been helpful, and so his firm got the relatively modest fee. "I asked them to pay me what they wanted to," says Allen. In putting it that way to the penny-pinching Buffett, he must have known he wasn't in for a king's ransom.

The future lies somewhere between Allen's radical view and the present situation. Many corporate executives, little more than hired hands, don't have the confidence or the power to do giant deals without plenty of support. On the other hand, sheer economics are certain to drive down fees and eliminate a lot of financial busywork.

Herbert Allen thinks sell-side analysts--the folks who peddle investment ideas to institutions on behalf of investment houses--are a useless breed. "How dare they push stock they do not own," he says. He is contemptuous of investing institutions that sit around waiting for sell-side analysts to bring them ideas. "Instead of spending time with analysts, the institutions should spend it with the companies," says Allen. "They should bypass Wall Street." In a bear market, when performance is harder to come by, this could well come to pass.

If Allen is right, all you M.B.A. candidates out there might want to rethink your plans of looking for a job on The Street. And all you corporate executives can stop wining and dining with investment bankers--and get out there and do your own deals.

---- INDEX REFERENCES ----

COMPANY: OGDEN CORP; DIAGEO PLC; ABC INCO; ROCHE HOLDING AG; NIKE INC; GOLDMAN SACHS GROUP INC (THE); SEAGRAM COMPANY LIMITED (THE)

NEWS SUBJECT: (HR & Labor Management (1HR87); Business Management (1BU42); Finance Management (1FI66); Venture Capital (1VE73); Major Corporations (1MA93); Company Profiles (1CO63); Corporate Funding (1XO17); Funding Instruments (1FU41); Mergers & Acquisitions (1ME39); Investment Banking (1IN86); Economic Indicators (1EC19); Economics & Trade (1EC26); Corporate Groups & Ownership (1XO09))

INDUSTRY: (Spirits (1SP77); Media Moguls (1ME64); Financial Services (1FI37); Beverages (1BE22); Soft Drinks (1SO77); TV (1TV19); Alcoholic Beverages (1AL86); Entertainment (1EN08); Food & Beverage Production (1FO79); Broadcast TV (1BR25); Agriculture, Food & Beverage (1AG53))

REGION: (North America (1NO39); Far East (1FA27); New York (1NE72); Americas (1AM92); Asia (1AS61); USA (1US73); Philippines (1PH56))

Language: EN

OTHER INDEXING: (Allen, Herbert; Management) (ABC; ALLEN CO; ALLEN CO INC; BOTTS CO; CAP CITIES; CBS; COCA; COCA COLA; COLA; COMMUNICATIONS INC; DISNEY; DISNEY CAP CITIES; DISNEY CAPITAL CITIES; DISNEY CAPITAL CITIES WESTINGHOUSE CBS; FORBES; GOLDMAN SACHS; MANAGING; MANAGING ALLEN CO; MCA; MERRILL LYNCH; MONTGOMERY SECURITIES; NIKE; OGDEN CORP; REPUBLIC; REPUBLIC INDUSTRIES; ROCHE HOLDING LTD; SEAGRAM; SONY; WESRAY; WHARTON; WILLIAMS; WILLIAMS COLLEGE; WMX) (Adds Buffett; Allen; Allen Omnipoint; Allens; Applied Imaging; Barry Diller; Bernard Mendik; Bob Wright; Brian Roberts; Buffett; Charles Allen; Coke; Columbia; Columbia Pictures; Communications; David Begelman; Deals; Donald Keough; Edgar Bronfman Jr.; Enrique Senior; Fields; Finance; Fresh; Gould; Herbert; Herbert A. Allen; Herbert Allen; Interesting; Jack Schneider; Jack Welch; John Malone; John Schneider; John Simon; Keough; Kirk Kerkorian; Laurence Tisch; Nancy Peretsman; Omnipoint; Partners; Paul Gould; Peretsman; Ray Chambers; Resource Recycling Technologies; Richard Fields; Rupert Murdoch; Schneider; Shuman; Simon; Sour; Stan; Stanley Shuman; Street; T. Rowe Price; Technologies; Thomas Murphy; Tom Murphy; Ultimately Wall Street; Wall Street; Warren Buffett; Wayne Huizenga) (Investment banks (Management); Acquisitions and mergers (Management); Entertainment industry (Acquisitions,

mergers, divestments)) (General; Trade) (Business, General (BUS))

COMPANY TERMS: ALLEN AND CO INC (Management)

PRODUCT: Investment Banking; Security brokers and dealers6211300

SIC: 6211

Word Count: 4216

7/1/96 FORBES 68

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1 of 1 DOCUMENT

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The New York Post

July 10, 2004 Saturday

**SECTION:** All Editions; Pg. 21

**LENGTH:** 364 words

**HEADLINE:** EISNER AIRS DISNEY'S DIRTY LAUNDRY IN GRIPE SESSION

**BYLINE:** Tim Arango

**BODY:**

SUN VALLEY, IDAHO - Disney honcho Michael Eisner apparently is still smarting over losing his chairmanship earlier this year.

In a closed-door gathering yesterday, Eisner told execs in attendance that he thinks it's a bad idea to split the roles of chairman and CEO, according to a source in attendance.

Eisner, of course, was stripped of his chairmanship in March after a shareholder revolt.

Eisner also indicated Disney Chairman George Mitchell is not eager to keep the position for the long-term, saying Mitchell "can't wait to get out," according to another source at the meeting.

Meanwhile, Eisner was effusive in his praise of Bob Weinstein, Miramax's co-chief, while suggesting Harvey Weinstein, Bob's higher-profile brother, spends too much on movies.

According to a source at the meeting, Eisner said, "When Harvey makes smaller movies his results are unbelievable, but now he likes to make big movies."

However, Miramax blockbuster "Chicago" - a big-budget film Harvey made - grossed \$170 million in domestic box office receipts, while garnering eight Oscar nominations.

\*

Even at such a star-studded gathering as the Allen & Co. conference is, there is a hierarchy.

Thursday evening Herbert Allen hosted his annual A-list dinner at his home here. In attendance were the 30 top moguls, including Dick Parsons, Sony U.S. chiefs Sir Howard Stringer and Rob Wiesenthal, News Corp. head Rupert Murdoch, Barry Diller, former AOL head Steve Case, Eisner and Comcast honcho Brian Roberts.

Word here is that the auction for bankrupt cable operator Adelphia may not heat up until 2005.

One executive here remarked on the slow pace of the process, saying that Adelphia is having a difficult time picking bankers for the deal because so many of the investment banks have conflicts of interest.

\*

Google founder Sergey Brin showed up here, handing out Google tchotchkes, such as Google pens, to media and technology execs in attendance.

"The Google guys were making the rounds," said a source. "They want to build their company and have relationships with everybody."

Brin was seen meeting yesterday with Weinstein.

\*

Please send e-mail to: [tarango@nypost.com](mailto:tarango@nypost.com)

**GRAPHIC: LOOSE LIPS:** Disney's big cheese Michael Eisner had plenty to say at a closed-door meeting. (Bloomberg)

**LOAD-DATE:** July 12, 2004

# **EXHIBIT 24**

-----BEGIN PRIVACY-ENHANCED MESSAGE-----

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ACCESSION NUMBER: 0000932799-05-000146

CONFORMED SUBMISSION TYPE: 13F-HR

PUBLIC DOCUMENT COUNT: 1

CONFORMED PERIOD OF REPORT: 20050331

FILED AS OF DATE: 20050512

DATE AS OF CHANGE: 20050512

EFFECTIVENESS DATE: 20050512

FILER:

COMPANY DATA:

COMPANY CONFORMED NAME:	ALLEN HOLDING INC /NY
CENTRAL INDEX KEY:	0000919489
IRS NUMBER:	133311050
STATE OF INCORPORATION:	DE
FISCAL YEAR END:	1130

FILING VALUES:

FORM TYPE:	13F-HR
SEC ACT:	1934 Act
SEC FILE NUMBER:	028-04174
FILM NUMBER:	05824681

BUSINESS ADDRESS:

STREET 1:	711 FIFTH AVE
CITY:	NEW YORK
STATE:	NY
ZIP:	11375
BUSINESS PHONE:	2128328000

MAIL ADDRESS:

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: March 31, 2005

Check here if Amendment [ ] ; Amendment Number:

This Amendment (Check only one.):            ☐    is a restatement  
   ☐    adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name                    Allen Holding Inc.  
-----  
Address                711 Fifth Avenue  
-----  
                         New York, New York 10022  
-----

Form 13F File Number:            28-4174

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name:                   Howard M. Felson  
-----  
Title:                   Vice President  
-----  
Phone:                   (212) 832-8000  
-----

Signature, Place, and Date of Signing:

/s/ HOWARD FELSON	New York, New York	March 12, 2005
-----	-----	-----
[Signature]	[City, State]	[Date]

Report Type (Check only one.):

☒ 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)

☐ 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)

☐ 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

<PAGE>

Form 13F Summary Page

Report Summary:

Number of Other Included Managers:	2
Form 13F Information Table Entry Total:	216
Form 13F Information Table Value Total:	\$ 888,400,972
List of Other Included Managers:	

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

Form 13F File		
No.	Number	Name



1. 28-3765 Allen & Company Incorporated  
2. Allen Investment Management LLC

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<TABLE>

<S>	<C>	<C>	<C>	<C>	<C>
ITEM 1	ITEM 2	ITEM 3	ITEM 4	ITEM 5	
NAME OF ISSUER	CLASS	CUSIP NUMBER	TOTAL VALUE	POSITION	CLASS
AES CORP	COM	00130H105	655,200	40,000	SHS
AK STL HLDG CORP	COM	001547108	1,659,000	150,000	SHS
AMAZON COM INC	COM	023135106	65,113	1,900	SHS
AMAZON COM INC	COM	023135106	918,436	26,800	SHS
AMAZON COM INC	COM	023135106	44,551	1,300	SHS
AMERICAN EXPRESS CO	COM	025816109	648,700	12,628	SHS
AMERICAN EXPRESS CO	COM	025816109	9,512,234	185,171	SHS
AMERICAN EXPRESS CO	COM	025816109	4,152,237	80,830	SHS
AMERICAN EXPRESS CO	COM	025816109	443,837	8,640	SHS
APACHE CORP	COM	037411105	4,286,100	70,000	SHS
ASK JEEVES INC	COM	045174109	982,323	34,983	SHS
AUTOZONE INC	COM	053332102	3,428,000	40,000	SHS
BANK OF AMERICA CORPORATION	COM	060505104	820,260	18,600	SHS
BANK OF AMERICA CORPORATION	COM	060505104	11,914,056	270,160	SHS
BANK OF AMERICA CORPORATION	COM	060505104	506,356	11,482	SHS
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	26,100,000	300	SHS
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	1,044,000	12	SHS
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	16,530,000	190	SHS
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	696,000	8	SHS
BEVERLY ENTERPRISES INC	COM NEW	087851309	4,418,608	356,915	SHS
BEVERLY ENTERPRISES INC	COM NEW	087851309	1,461,892	118,085	SHS
CAMECO CORP	COM	13321L108	309,680	7,000	SHS
CARNIVAL CORP	PAIRED CTF	143658300	3,893,003	75,140	SHS
CARNIVAL CORP	PAIRED CTF	143658300	1,287,997	24,860	SHS
CENTENE CORP DEL	COM	15135B101	401,266	13,380	SHS
CENTENE CORP DEL	COM	15135B101	437,854	14,600	SHS
CITIGROUP INC	COM	172967101	440,008	9,791	SHS
CITIGROUP INC	COM	172967101	6,159,162	137,053	SHS
CITIGROUP INC	COM	172967101	3,502,219	77,931	SHS
CITIGROUP INC	COM	172967101	271,887	6,050	SHS
COCA COLA CO	COM	191216100	97,837,826	2,347,920	SHS
COCA COLA CO	COM	191216100	568,379	13,640	SHS
COCA COLA CO	COM	191216100	10,796,447	259,094	SHS
COCA COLA CO	COM	191216100	433,368	10,400	SHS
COMCAST CORP NEW	CL A SPL	20030N200	996,412	29,797	SHS
COMCAST CORP NEW	CL A SPL	20030N200	15,400,692	460,547	SHS
COMCAST CORP NEW	CL A SPL	20030N200	13,710,400	410,000	SHS
COMCAST CORP NEW	CL A SPL	20030N200	692,609	20,712	SHS
COMCAST CORP NEW	CL A SPL	20030N200	702,240	21,000	SHS
CONVERA CORP	CL A	211919105	898,212	173,400	SHS
CONVERA CORP	CL A	211919105	2,590,000	500,000	SHS
CONVERA CORP	CL A	211919105	16,461,242	3,177,846	SHS
CONVERA CORP	CL A	211919105	248,640	48,000	SHS
CONVERA CORP	CL A	211919105	7,692,300	1,485,000	SHS
CONVERA CORP	CL A	211919105	238	46	SHS
CONVERA CORP	CL A	211919105	518,000	100,000	SHS
CONVERA CORP	CL A	211919105	155,400	30,000	SHS
CONVERA CORP	CL A	211919105	345,335	66,667	SHS
CONVERA CORP	CL A	211919105	32,696,559	6,312,077	SHS
COOPER CAMERON CORP	COM	216640102	4,290,750	75,000	SHS
CREO INC	COM	225606102	7,396,160	460,533	SHS
CREO INC	COM	225606102	2,447,014	152,367	SHS
DEVON ENERGY CORP NEW	COM	25179M103	420,200	8,800	SHS

DEVON ENERGY CORP NEW	COM	25179M103	6,971,500	146,000	SHS
DEVON ENERGY CORP NEW	COM	25179M103	248,300	5,200	SHS
DISNEY WALT CO	COM DISNEY	254687106	564,631	19,653	SHS
DISNEY WALT CO	COM DISNEY	254687106	7,996,909	278,347	SHS
DISNEY WALT CO	COM DISNEY	254687106	370,617	12,900	SHS
DU PONT E I DE NEMOURS & CO	COM	263534109	5,124,000	100,000	SHS
EASTMAN KODAK CO	COM	277461109	549,835	16,892	SHS
EASTMAN KODAK CO	COM	277461109	8,319,747	255,599	SHS
EASTMAN KODAK CO	COM	277461109	4,506,548	138,450	SHS
EASTMAN KODAK CO	COM	277461109	379,500	11,659	SHS
EBAY INC	COM	278642103	3,726,000	100,000	SHS
ELECTRONIC ARTS INC	COM	285512109	643,056	12,419	SHS
ELECTRONIC ARTS INC	COM	285512109	6,859,038	132,465	SHS
ELECTRONIC ARTS INC	COM	285512109	2,071,200	40,000	SHS
ELECTRONIC ARTS INC	COM	285512109	413,826	7,992	SHS
EXPEDITORS INTL WASH INC	COM	302130109	449,231	8,389	SHS
EXPEDITORS INTL WASH INC	COM	302130109	6,813,381	127,234	SHS
EXPEDITORS INTL WASH INC	COM	302130109	352,198	6,577	SHS
EXXON MOBIL CORP	COM	30231G102	667,520	11,200	SHS
EXXON MOBIL CORP	COM	30231G102	10,805,480	181,300	SHS
EXXON MOBIL CORP	COM	30231G102	454,748	7,630	SHS
FIRST DATA CORP	COM	319963104	636,822	16,200	SHS
FIRST DATA CORP	COM	319963104	9,756,742	248,200	SHS
FIRST DATA CORP	COM	319963104	419,831	10,680	SHS
FIRST MARBLEHEAD CORP	COM	320771108	2,588,850	45,000	SHS
GENCORP INC	COM	368682100	3,005,600	150,280	SHS
GENCORP INC	COM	368682100	994,400	49,720	SHS
GUIDANT CORP	COM	401698105	12,493,830	169,064	SHS
GUIDANT CORP	COM	401698105	4,133,670	55,936	SHS
HANOVER COMPRESSOR CO	COM	410768105	3,536,510	293,000	SHS
HEALTH MGMT ASSOC INC NEW	CL A	421933102	375,683	14,350	SHS
HEALTH MGMT ASSOC INC NEW	CL A	421933102	5,785,963	221,007	SHS
HEALTH MGMT ASSOC INC NEW	CL A	421933102	6,545,000	250,000	SHS
HEALTH MGMT ASSOC INC NEW	CL A	421933102	223,656	8,543	SHS
HEALTH MGMT ASSOC INC NEW	CL A	421933102	392,700	15,000	SHS
HOLLINGER INTL INC	CL A	435569108	4,933,972	452,658	SHS
HOLLYWOOD ENTMT CORP	COM	436141105	1,979,188	150,280	SHS
HOLLYWOOD ENTMT CORP	COM	436141105	654,812	49,720	SHS
IAC INTERACTIVECORP	COM	44919P102	49,340,566	2,215,562	SHS
IAC INTERACTIVECORP	COM	44919P102	3,804,785	170,848	SHS
IAC INTERACTIVECORP	COM	44919P102	275,680	12,379	SHS
IAC INTERACTIVECORP	COM	44919P102	4,385,163	196,909	SHS
IAC INTERACTIVECORP	COM	44919P102	1,974,904	88,680	SHS
IAC INTERACTIVECORP	COM	44919P102	766,934	34,438	SHS
IAC INTERACTIVECORP	COM	44919P102	148,585	6,672	SHS
IBIS TECHNOLOGY CORP	COM	450909106	22,100	10,000	SHS
INFINITY PPTY & CAS CORP	COM	45665Q103	468,900	15,000	SHS
INFOSYS TECHNOLOGIES LTD	SPONSORED ADR	456788108	3,317,850	45,000	SHS
INFOSYS TECHNOLOGIES LTD	SPONSORED ADR	456788108	368,650	5,000	SHS
INSIGHT COMMUNICATIONS INC	CL A	45768V108	3,596,700	303,519	SHS
INSIGHT COMMUNICATIONS INC	CL A	45768V108	1,189,953	100,418	SHS
INTEL CORP	COM	458140100	11,615,000	500,000	SHS
INTERNATIONAL STL GROUP INC	COM	460377104	16,324,165	413,270	SHS
INTERNATIONAL STL GROUP INC	COM	460377104	5,400,835	136,730	SHS
ISHARES TR	DJ SEL DIV INX	464287168	549,202	9,161	SHS
ISHARES TR	DJ SEL DIV INX	464287168	8,168,607	136,257	SHS
ISHARES TR	DJ SEL DIV INX	464287168	338,238	5,642	SHS
ISTAR FINL INC	COM	45031U101	456,274	11,080	SHS
ISTAR FINL INC	COM	45031U101	8,088,164	196,410	SHS
ISTAR FINL INC	COM	45031U101	336,029	8,160	SHS
JACOBS ENGR GROUP INC DEL	COM	469814107	3,115,200	60,000	SHS
JOHNSON & JOHNSON	COM	478160104	995,647	14,825	SHS
JOHNSON & JOHNSON	COM	478160104	14,731,479	219,349	SHS
JOHNSON & JOHNSON	COM	478160104	6,716,000	100,000	SHS
JOHNSON & JOHNSON	COM	478160104	649,840	9,676	SHS
KANSAS CITY SOUTHERN	COM NEW	485170302	2,894,393	150,280	SHS

KANSAS CITY SOUTHERN	COM NEW	485170302	957,607	49,720	SHS
KFX INC	COM	48245L107	375,200	28,000	SHS
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	2,410,000	50,000	SHS
LAM RESEARCH CORP	COM	512807108	3,174,600	110,000	SHS
LIVEPERSON INC	COM	538146101	1,448,036	550,584	SHS
MANDALAY RESORT GROUP	COM	562567107	11,917,392	169,065	SHS
MANDALAY RESORT GROUP	COM	562567107	3,942,858	55,935	SHS
MANNKIND CORP	COM	56400P201	1,270,469	89,281	SHS
MCI INC	COM	552691107	5,612,958	225,420	SHS
MCI INC	COM	552691107	1,857,042	74,580	SHS
MEDTRONIC INC	COM	585055106	4,687,400	92,000	SHS
MEDTRONIC INC	COM	585055106	407,600	8,000	SHS
MICROSOFT CORP	COM	594918104	707,891	29,288	SHS
MICROSOFT CORP	COM	594918104	10,608,551	438,914	SHS
MICROSOFT CORP	COM	594918104	432,208	17,882	SHS
MONOLITHIC SYS TECHNOLOGY IN	COM	609842109	1,318,707	225,420	SHS
MONOLITHIC SYS TECHNOLOGY IN	COM	609842109	436,293	74,580	SHS
MOODYS CORP	COM	615369105	419,583	5,189	SHS
MOODYS CORP	COM	615369105	6,375,407	78,845	SHS
MOODYS CORP	COM	615369105	288,347	3,566	SHS
MYLAN LABS INC	COM	628530107	1,597,777	90,168	SHS
MYLAN LABS INC	COM	628530107	528,623	29,832	SHS
NEIGHBORCARE INC	COM	64015Y104	3,296,768	112,710	SHS
NEIGHBORCARE INC	COM	64015Y104	1,090,733	37,290	SHS
NEXTEL PARTNERS INC	CL A	65333F107	1,647,069	75,140	SHS
NEXTEL PARTNERS INC	CL A	65333F107	544,931	24,860	SHS
NIKE INC	CL B	654106103	682,226	8,189	SHS
NIKE INC	CL B	654106103	11,022,163	132,303	SHS
NIKE INC	CL B	654106103	4,602,961	55,251	SHS
NIKE INC	CL B	654106103	452,956	5,437	SHS
ONVIA INC	COM NEW	68338T403	383,250	75,000	SHS
OPSWARE INC	COM	68383A101	511	99	SHS
OPSWARE INC	COM	68383A101	470,334	91,150	SHS
PETMED EXPRESS INC	COM	716382106	223,812	30,204	SHS
PHARMACEUTICAL PROD DEV INC	COM	717124101	7,025,250	145,000	SHS
PHARMACEUTICAL PROD DEV INC	COM	717124101	387,600	8,000	SHS
PLUM CREEK TIMBER CO INC	COM	729251108	571,200	16,000	SHS
PLUM CREEK TIMBER CO INC	COM	729251108	7,707,630	215,900	SHS
PLUM CREEK TIMBER CO INC	COM	729251108	366,282	10,260	SHS
PREMCOR INC	COM	74045Q104	620,075	10,390	SHS
PREMCOR INC	COM	74045Q104	10,315,091	172,840	SHS
PREMCOR INC	COM	74045Q104	500,118	8,380	SHS
PRICE COMMUNICATIONS CORP	COM NEW	741437305	3,479,350	198,820	SHS
PRICE COMMUNICATIONS CORP	COM NEW	741437305	1,151,133	65,779	SHS
PRICELINE COM INC	COM NEW	741503403	2,439,360	96,800	SHS
PRICELINE COM INC	COM NEW	741503403	181,440	7,200	SHS
PRIDE INTL INC DEL	COM	74153Q102	3,105,000	125,000	SHS
PROCTER & GAMBLE CO	COM	742718109	3,882,833	73,261	SHS
PROCTER & GAMBLE CO	COM	742718109	1,284,667	24,239	SHS
PROVINCE HEALTHCARE CO	COM	743977100	6,335,429	262,990	SHS
PROVINCE HEALTHCARE CO	COM	743977100	2,096,071	87,010	SHS
SEAGATE TECHNOLOGY	COM	G7945J104	5,474,000	280,000	SHS
SOTHEBYS HLDGS INC	CL A	835898107	214,510	12,648	SHS
SOTHEBYS HLDGS INC	CL A	835898107	3,274,569	193,076	SHS
SOTHEBYS HLDGS INC	CL A	835898107	153,149	9,030	SHS
SPRINT CORP	COM FON	852061100	4,444,531	195,364	SHS
SPRINT CORP	COM FON	852061100	1,470,469	64,636	SHS
SUNGARD DATA SYS INC	COM	867363103	3,888,495	112,710	SHS
SUNGARD DATA SYS INC	COM	867363103	1,286,505	37,290	SHS
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	578,738	18,675	SHS
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	8,729,666	281,693	SHS
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	5,702,160	184,000	SHS
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	369,773	11,932	SHS
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	495,840	16,000	SHS
THERAVANCE INC	COM	88338T104	2,040,460	111,806	SHS
TIDEWATER INC	COM	886423102	5,051,800	130,000	SHS

TIME WARNER INC	COM	887317105	499,455	28,459	SHS
TIME WARNER INC	COM	887317105	7,544,236	429,871	SHS
TIME WARNER INC	COM	887317105	322,394	18,370	SHS
TRANSOCEAN INC	ORD	G90078109	4,477,020	87,000	SHS
TRANSOCEAN INC	ORD	G90078109	607,228	11,800	SHS
TYCO INTL LTD NEW	COM	902124106	5,070,000	150,000	SHS
ULTRA PETROLEUM CORP	COM	903914109	375,920	7,400	SHS
UNION PAC CORP	COM	907818108	418,200	6,000	SHS
UNION PAC CORP	COM	907818108	6,273,000	90,000	SHS
UNION PAC CORP	COM	907818108	6,621,500	95,000	SHS
UNION PAC CORP	COM	907818108	278,800	4,000	SHS
VERITAS SOFTWARE CO	COM	923436109	11,610	500	SHS
VERITAS SOFTWARE CO	COM	923436109	4,736,996	204,005	SHS
VERITAS SOFTWARE CO	COM	923436109	1,567,234	67,495	SHS
VODAFONE GROUP PLC NEW	SPONSORED ADR	92857W100	533,086	20,071	SHS
VODAFONE GROUP PLC NEW	SPONSORED ADR	92857W100	9,063,228	341,236	SHS
VODAFONE GROUP PLC NEW	SPONSORED ADR	92857W100	310,035	11,673	SHS
WALGREEN CO	COM	931422109	506,388	11,400	SHS
WALGREEN CO	COM	931422109	7,595,820	171,000	SHS
WALGREEN CO	COM	931422109	4,442,000	100,000	SHS
WALGREEN CO	COM	931422109	337,592	7,600	SHS
WASHINGTON MUT INC	COM	939322103	3,950,000	100,000	SHS
WELLPOINT INC	COM	94973V107	768,646	6,132	SHS
WELLPOINT INC	COM	94973V107	12,498,649	99,710	SHS
WELLPOINT INC	COM	94973V107	4,512,600	36,000	SHS
WELLPOINT INC	COM	94973V107	538,754	4,298	SHS
YUM BRANDS INC	COM	988498101	877,454	16,936	SHS
YUM BRANDS INC	COM	988498101	13,635,511	263,183	SHS
YUM BRANDS INC	COM	988498101	4,662,900	90,000	SHS
YUM BRANDS INC	COM	988498101	586,023	11,311	SHS
ZIMMER HLDGS INC	COM	98956P102	3,890,500	50,000	SHS

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888,400,972  
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ITEM 1	ITEM 6			ITEM 7	ITEM 8		
	---INVESTMENT DISCRETION---				---VOTING AUTHORITY---		
	(a)	(b)	(c)		(a)	(b)	(c)
NAME OF ISSUER	SOLE	SHARED	OTHER	MANAGERS	SOLE	SHARED	OTHER
AES CORP		40,000		2	40,000		
AK STL HLDG CORP		150,000		2	150,000		
AMAZON COM INC		1,900		2	1,900		
AMAZON COM INC		26,800		2	26,800		
AMAZON COM INC		1,300		2	1,300		
AMERICAN EXPRESS CO		12,628		2	12,628		
AMERICAN EXPRESS CO		185,171		2	185,171		
AMERICAN EXPRESS CO		80,830		2	80,830		
AMERICAN EXPRESS CO		8,640		2	8,640		
APACHE CORP		70,000		2	70,000		
ASK JEEVES INC		34,983			34,983		
AUTOZONE INC		40,000		2	40,000		
BANK OF AMERICA CORPORATION		18,600		2	18,600		
BANK OF AMERICA CORPORATION		270,160		2	270,160		
BANK OF AMERICA CORPORATION		11,482		2	11,482		
BERKSHIRE HATHAWAY INC DEL		300		1	300		
BERKSHIRE HATHAWAY INC DEL		12		2	12		
BERKSHIRE HATHAWAY INC DEL		190		2	190		
BERKSHIRE HATHAWAY INC DEL		8		2	8		
BEVERLY ENTERPRISES INC		356,915		2	356,915		
BEVERLY ENTERPRISES INC		118,085		2	118,085		

CAMECO CORP	7,000	2	7,000
CARNIVAL CORP	75,140	2	75,140
CARNIVAL CORP	24,860	2	24,860
CENTENE CORP DEL	13,380		13,380
CENTENE CORP DEL	14,600	2	14,600
CITIGROUP INC	9,791	2	9,791
CITIGROUP INC	137,053	2	137,053
CITIGROUP INC	77,931	2	77,931
CITIGROUP INC	6,050	2	6,050
COCA COLA CO	2,347,920	1	2,347,920
COCA COLA CO	13,640	2	13,640
COCA COLA CO	259,094	2	259,094
COCA COLA CO	10,400	2	10,400
COMCAST CORP NEW	29,797	2	29,797
COMCAST CORP NEW	460,547	2	460,547
COMCAST CORP NEW	410,000	2	410,000
COMCAST CORP NEW	20,712	2	20,712
COMCAST CORP NEW	21,000	2	21,000
CONVERA CORP	173,400	1	173,400
CONVERA CORP	500,000	1	500,000
CONVERA CORP	3,177,846	1	3,177,846
CONVERA CORP	48,000	1	48,000
CONVERA CORP	1,485,000	1	1,485,000
CONVERA CORP	46		46
CONVERA CORP	100,000		100,000
CONVERA CORP	30,000		30,000
CONVERA CORP	66,667		66,667
CONVERA CORP	6,312,077		6,312,077
COOPER CAMERON CORP	75,000	2	75,000
CREO INC	460,533	2	460,533
CREO INC	152,367	2	152,367
DEVON ENERGY CORP NEW	8,800	2	8,800
DEVON ENERGY CORP NEW	146,000	2	146,000
DEVON ENERGY CORP NEW	5,200	2	5,200
DISNEY WALT CO	19,653	2	19,653
DISNEY WALT CO	278,347	2	278,347
DISNEY WALT CO	12,900	2	12,900
DU PONT E I DE NEMOURS & CO	100,000	2	100,000
EASTMAN KODAK CO	16,892	2	16,892
EASTMAN KODAK CO	255,599	2	255,599
EASTMAN KODAK CO	138,450	2	138,450
EASTMAN KODAK CO	11,659	2	11,659
EBAY INC	100,000	2	100,000
ELECTRONIC ARTS INC	12,419	2	12,419
ELECTRONIC ARTS INC	132,465	2	132,465
ELECTRONIC ARTS INC	40,000	2	40,000
ELECTRONIC ARTS INC	7,992	2	7,992
EXPEDITORS INTL WASH INC	8,389	2	8,389
EXPEDITORS INTL WASH INC	127,234	2	127,234
EXPEDITORS INTL WASH INC	6,577	2	6,577
EXXON MOBIL CORP	11,200	2	11,200
EXXON MOBIL CORP	181,300	2	181,300
EXXON MOBIL CORP	7,630	2	7,630
FIRST DATA CORP	16,200	2	16,200
FIRST DATA CORP	248,200	2	248,200
FIRST DATA CORP	10,680	2	10,680
FIRST MARBLEHEAD CORP	45,000	2	45,000
GENCORP INC	150,280	2	150,280
GENCORP INC	49,720	2	49,720
GUIDANT CORP	169,064	2	169,064
GUIDANT CORP	55,936	2	55,936
HANOVER COMPRESSOR CO	293,000	1	293,000
HEALTH MGMT ASSOC INC NEW	14,350	2	14,350
HEALTH MGMT ASSOC INC NEW	221,007	2	221,007
HEALTH MGMT ASSOC INC NEW	250,000	2	250,000
HEALTH MGMT ASSOC INC NEW	8,543	2	8,543

HEALTH MGMT ASSOC INC NEW	15,000	2	15,000
HOLLINGER INTL INC	452,658	2	452,658
HOLLYWOOD ENTMT CORP	150,280	2	150,280
HOLLYWOOD ENTMT CORP	49,720	2	49,720
IAC INTERACTIVECORP	2,215,562	1	2,215,562
IAC INTERACTIVECORP	170,848	1	170,848
IAC INTERACTIVECORP	12,379	2	12,379
IAC INTERACTIVECORP	196,909	2	196,909
IAC INTERACTIVECORP	88,680	2	88,680
IAC INTERACTIVECORP	34,438		34,438
IAC INTERACTIVECORP	6,672	2	6,672
IBIS TECHNOLOGY CORP	10,000		10,000
INFINITY PPTY & CAS CORP	15,000		15,000
INFOSYS TECHNOLOGIES LTD	45,000	2	45,000
INFOSYS TECHNOLOGIES LTD	5,000	2	5,000
INSIGHT COMMUNICATIONS INC	303,519	2	303,519
INSIGHT COMMUNICATIONS INC	100,418	2	100,418
INTEL CORP	500,000	1	500,000
INTERNATIONAL STL GROUP INC	413,270	2	413,270
INTERNATIONAL STL GROUP INC	136,730	2	136,730
ISHARES TR	9,161	2	9,161
ISHARES TR	136,257	2	136,257
ISHARES TR	5,642	2	5,642
ISTAR FINL INC	11,080	2	11,080
ISTAR FINL INC	196,410	2	196,410
ISTAR FINL INC	8,160	2	8,160
JACOBS ENGR GROUP INC DEL	60,000	2	60,000
JOHNSON & JOHNSON	14,825	2	14,825
JOHNSON & JOHNSON	219,349	2	219,349
JOHNSON & JOHNSON	100,000	2	100,000
JOHNSON & JOHNSON	9,676	2	9,676
KANSAS CITY SOUTHERN	150,280	2	150,280
KANSAS CITY SOUTHERN	49,720	2	49,720
KFX INC	28,000	2	28,000
LABORATORY CORP AMER HLDGS	50,000	2	50,000
LAM RESEARCH CORP	110,000	2	110,000
LIVEPERSON INC	550,584	1	550,584
MANDALAY RESORT GROUP	169,065	2	169,065
MANDALAY RESORT GROUP	55,935	2	55,935
MANNKIND CORP	89,281	1	89,281
MCI INC	225,420	2	225,420
MCI INC	74,580	2	74,580
MEDTRONIC INC	92,000	2	92,000
MEDTRONIC INC	8,000	2	8,000
MICROSOFT CORP	29,288	2	29,288
MICROSOFT CORP	438,914	2	438,914
MICROSOFT CORP	17,882	2	17,882
MONOLITHIC SYS TECHNOLOGY IN	225,420	2	225,420
MONOLITHIC SYS TECHNOLOGY IN	74,580	2	74,580
MOODYS CORP	5,189	2	5,189
MOODYS CORP	78,845	2	78,845
MOODYS CORP	3,566	2	3,566
MYLAN LABS INC	90,168	2	90,168
MYLAN LABS INC	29,832	2	29,832
NEIGHBORCARE INC	112,710	2	112,710
NEIGHBORCARE INC	37,290	2	37,290
NEXTEL PARTNERS INC	75,140	2	75,140
NEXTEL PARTNERS INC	24,860	2	24,860
NIKE INC	8,189	2	8,189
NIKE INC	132,303	2	132,303
NIKE INC	55,251	2	55,251
NIKE INC	5,437	2	5,437
ONVIA INC	75,000		75,000
OPSWARE INC	99		99
OPSWARE INC	91,150		91,150
PETMED EXPRESS INC	30,204		30,204

PHARMACEUTICAL PROD DEV INC	145,000	2	145,000
PHARMACEUTICAL PROD DEV INC	8,000	2	8,000
PLUM CREEK TIMBER CO INC	16,000	2	16,000
PLUM CREEK TIMBER CO INC	215,900	2	215,900
PLUM CREEK TIMBER CO INC	10,260	2	10,260
PREMCOR INC	10,390	2	10,390
PREMCOR INC	172,840	2	172,840
PREMCOR INC	8,380	2	8,380
PRICE COMMUNICATIONS CORP	198,820	2	198,820
PRICE COMMUNICATIONS CORP	65,779	2	65,779
PRICELINE COM INC	96,800	1	96,800
PRICELINE COM INC	7,200	1	7,200
PRIDE INTL INC DEL	125,000	2	125,000
PROCTER & GAMBLE CO	73,261	2	73,261
PROCTER & GAMBLE CO	24,239	2	24,239
PROVINCE HEALTHCARE CO	262,990	2	262,990
PROVINCE HEALTHCARE CO	87,010	2	87,010
SEAGATE TECHNOLOGY	280,000	2	280,000
SOTHEBYS HLDGS INC	12,648	2	12,648
SOTHEBYS HLDGS INC	193,076	2	193,076
SOTHEBYS HLDGS INC	9,030	2	9,030
SPRINT CORP	195,364	2	195,364
SPRINT CORP	64,636	2	64,636
SUNGARD DATA SYS INC	112,710	2	112,710
SUNGARD DATA SYS INC	37,290	2	37,290
TEVA PHARMACEUTICAL INDS LTD	18,675	2	18,675
TEVA PHARMACEUTICAL INDS LTD	281,693	2	281,693
TEVA PHARMACEUTICAL INDS LTD	184,000	2	184,000
TEVA PHARMACEUTICAL INDS LTD	11,932	2	11,932
TEVA PHARMACEUTICAL INDS LTD	16,000	2	16,000
THERAVANCE INC	111,806	1	111,806
TIDEWATER INC	130,000	2	130,000
TIME WARNER INC	28,459	2	28,459
TIME WARNER INC	429,871	2	429,871
TIME WARNER INC	18,370	2	18,370
TRANSOCEAN INC	87,000	2	87,000
TRANSOCEAN INC	11,800	2	11,800
TYCO INTL LTD NEW	150,000	2	150,000
ULTRA PETROLEUM CORP	7,400	2	7,400
UNION PAC CORP	6,000	2	6,000
UNION PAC CORP	90,000	2	90,000
UNION PAC CORP	95,000	2	95,000
UNION PAC CORP	4,000	2	4,000
VERITAS SOFTWARE CO	500		500
VERITAS SOFTWARE CO	204,005	2	204,005
VERITAS SOFTWARE CO	67,495	2	67,495
VODAFONE GROUP PLC NEW	20,071	2	20,071
VODAFONE GROUP PLC NEW	341,236	2	341,236
VODAFONE GROUP PLC NEW	11,673	2	11,673
WALGREEN CO	11,400	2	11,400
WALGREEN CO	171,000	2	171,000
WALGREEN CO	100,000	2	100,000
WALGREEN CO	7,600	2	7,600
WASHINGTON MUT INC	100,000	2	100,000
WELLPOINT INC	6,132	2	6,132
WELLPOINT INC	99,710	2	99,710
WELLPOINT INC	36,000	2	36,000
WELLPOINT INC	4,298	2	4,298
YUM BRANDS INC	16,936	2	16,936
YUM BRANDS INC	263,183	2	263,183
YUM BRANDS INC	90,000	2	90,000
YUM BRANDS INC	11,311	2	11,311
ZIMMER HLDGS INC	50,000	2	50,000

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# **EXHIBIT 25**

-----BEGIN PRIVACY-ENHANCED MESSAGE-----

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Originator-Key-Asymmetric:

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ACCESSION NUMBER: 0000932799-04-000308

CONFORMED SUBMISSION TYPE: 13F-HR

PUBLIC DOCUMENT COUNT: 1

CONFORMED PERIOD OF REPORT: 20040930

FILED AS OF DATE: 20041112

DATE AS OF CHANGE: 20041112

EFFECTIVENESS DATE: 20041112

FILER:

COMPANY DATA:

COMPANY CONFORMED NAME:	ALLEN HOLDING INC /NY
CENTRAL INDEX KEY:	0000919489
IRS NUMBER:	133311050
STATE OF INCORPORATION:	DE
FISCAL YEAR END:	1130

FILING VALUES:

FORM TYPE:	13F-HR
SEC ACT:	1934 Act
SEC FILE NUMBER:	028-04174
FILM NUMBER:	041136639

BUSINESS ADDRESS:

STREET 1:	711 FIFTH AVE
CITY:	NEW YORK
STATE:	NY
ZIP:	11375
BUSINESS PHONE:	2128328000

MAIL ADDRESS:

STREET 1:	711 FIFTH AVENUE
CITY:	NEW YORK
STATE:	NY
ZIP:	11375

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2004

Check here if Amendment [ ] ; Amendment Number:

<http://www.sec.gov/Archives/edgar/data/919489/000093279904000308/0000932799-04-000308.txt>

This Amendment (Check only one.):            ☐    is a restatement  
   ☐    adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name                    Allen Holding Inc.  
-----  
Address                711 Fifth Avenue  
-----  
                         New York, New York 10022  
-----

Form 13F File Number:            28-4174

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name:                    Howard M. Felson  
-----  
Title:                    Vice President  
-----  
Phone:                    (212) 832-8000  
-----

Signature, Place, and Date of Signing:

/s/ HOWARD FELSON	New York, New York	November 10, 2004
-----	-----	-----
[Signature]	[City, State]	[Date]

Report Type (Check only one.):

☒ 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)

☐ 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)

☐ 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

<PAGE>

Form 13F Summary Page

Report Summary:

Number of Other Included Managers:	3
Form 13F Information Table Entry Total:	205
Form 13F Information Table Value Total:	\$913,583,777
List of Other Included Managers:	

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

Form 13F File		
No.	Number	Name

1.	28-3765	Allen & Company Incorporated
2.	28-10288	Allen Capital LLC
3.	28-10287	Allen Arbitrage LLC

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	ITEM 1	ITEM 2	ITEM 3	ITEM 4	ITEM 5	
	NAME OF ISSUER	CLASS	CUSIP NUMBER	TOTAL VALUE	POSITION	CLASS
	3M CO	COM	88579Y101	276,136.41	3,453	SHS
	3M CO	COM	88579Y101	4,360,124.34	54,522	SHS
	3M CO	COM	88579Y101	161,939.25	2,025	SHS
	ADVANCED FIBRE COMMUNICATION	COM	00754A105	2,892,210.00	181,900	SHS
	ALLIANT TECHSYSTEMS INC	COM	018804104	2,910,050.00	48,100	SHS
	AMAZON COM INC	COM	023135106	204,300.00	5,000	SHS
	AMERICAN EXPRESS CO	COM	025816109	647,058.04	12,574	SHS
	AMERICAN EXPRESS CO	COM	025816109	11,336,998.22	220,307	SHS
	AMERICAN EXPRESS CO	COM	025816109	4,141,397.88	80,478	SHS
	AMERICAN EXPRESS CO	COM	025816109	430,205.60	8,360	SHS
	AMERICAN INTL GROUP INC	COM	026874107	3,399,500.00	50,000	SHS
	AMERICAN MED SEC GROUP INC	COM	02744P101	6,398,000.00	200,000	SHS
	ANADARKO PETE CORP	COM	032511107	2,986,200.00	45,000	SHS
	ANADARKO PETE CORP	COM	032511107	229,605.60	3,460	SHS
	ANTHEM INC	COM	03674B104	692,067.00	7,932	SHS
	ANTHEM INC	COM	03674B104	11,055,447.50	126,710	SHS
	ANTHEM INC	COM	03674B104	4,449,750.00	51,000	SHS
	ANTHEM INC	COM	03674B104	467,485.50	5,358	SHS
	APACHE CORP	COM	037411105	4,509,900.00	90,000	SHS
	ASK JEEVES INC	COM	045174109	1,798,493.93	54,983	SHS
	AT&T WIRELESS SVCS INC	COM	00209A106	33,770,822.00	2,284,900	SHS
	BANK OF AMERICA CORPORATION	COM	060505104	704,459.14	16,258	SHS
	BANK OF AMERICA CORPORATION	COM	060505104	11,478,550.30	264,910	SHS
	BANK OF AMERICA CORPORATION	COM	060505104	482,349.56	11,132	SHS
	BANKRATE INC.	COM	06646V108	339,437.98	30,226	SHS
	BERKSHIRE HATHAWAY INC DEL	CL A	084670108	25,995,000.00	300	SHS
	BERKSHIRE HATHAWAY INC DEL	CL A	084670108	1,039,800.00	12	SHS
	BERKSHIRE HATHAWAY INC DEL	CL A	084670108	16,463,500.00	190	SHS
	BERKSHIRE HATHAWAY INC DEL	CL A	084670108	606,550.00	7	SHS
	BIOGEN IDEC INC	COM	09062X103	3,914,880.00	64,000	SHS
	BIOMET INC	COM	090613100	2,344,000.00	50,000	SHS
	BOEING CO	COM	097023105	449,506.96	8,708	SHS
	BOEING CO	COM	097023105	7,923,979.72	153,506	SHS
	BOEING CO	COM	097023105	287,523.40	5,570	SHS
	BURLINGTON NORTHN SANTA FE C	COM	12189T104	2,873,250.00	75,000	SHS
	CARNIVAL CORP	PAIRED CTF	143658300	4,729,000.00	100,000	SHS
	CENTENE CORP	COM	15135B101	284,860.20	6,690	SHS
	CHELSEA PPTY GROUP INC	COM	163421100	10,604,484.00	158,040	SHS
	CHESAPEAKE ENERGY CORP	COM	165167107	1,424,700.00	90,000	SHS
	CITIGROUP INC	COM	172967101	719,288.36	16,303	SHS
	CITIGROUP INC	COM	172967101	10,925,523.84	247,632	SHS
	CITIGROUP INC	COM	172967101	3,752,273.64	85,047	SHS
	CITIGROUP INC	COM	172967101	437,229.20	9,910	SHS
	COCA COLA CO	COM	191216100	94,034,196.00	2,347,920	SHS
	COCA COLA CO	COM	191216100	539,633.70	13,474	SHS
	COCA COLA CO	COM	191216100	10,250,597.25	255,945	SHS
	COCA COLA CO	COM	191216100	416,520.00	10,400	SHS
	COLE NATIONAL CORP NEW	CL A	193290103	8,182,763.00	295,300	SHS
	COMCAST CORP NEW	CL A	20030N101	6,354,000.00	225,000	SHS
	CONVERA CORP	CL A	211919105	639,846.00	173,400	SHS
	CONVERA CORP	CL A	211919105	11,726,251.74	3,177,846	SHS
	CONVERA CORP	CL A	211919105	177,120.00	48,000	SHS
	CONVERA CORP	CL A	211919105	5,479,650.00	1,485,000	SHS

CONVERA CORP	CL A	211919105	1,845,000.00	500,000	SHS
CONVERA CORP	CL A	211919105	369,000.00	100,000	SHS
CONVERA CORP	CL A	211919105	110,700.00	30,000	SHS
CONVERA CORP	CL A	211919105	23,291,564.13	6,312,077	SHS
CONVERA CORP	CL A	211919105	246,001.00	66,667	SHS
COX COMMUNICATIONS INC NEW	CL A	224044107	12,427,063.00	375,100	SHS
DEVON ENERGY CORP NEW	COM	25179M103	397,656.00	5,600	SHS
DEVON ENERGY CORP NEW	COM	25179M103	6,461,910.00	91,000	SHS
DEVON ENERGY CORP NEW	COM	25179M103	241,434.00	3,400	SHS
DISNEY WALT CO	COM DISNEY	254687106	7,869,950.00	349,000	SHS
DISNEY WALT CO	COM DISNEY	254687106	399,135.00	17,700	SHS
DISNEY WALT CO	COM DISNEY	254687106	7,436,990.00	329,800	SHS
DISNEY WALT CO	COM DISNEY	254687106	263,835.00	11,700	SHS
EASTMAN KODAK CO	COM	277461109	425,046.24	13,192	SHS
EASTMAN KODAK CO	COM	277461109	6,559,959.78	203,599	SHS
EASTMAN KODAK CO	COM	277461109	3,526,479.00	109,450	SHS
EASTMAN KODAK CO	COM	277461109	249,994.98	7,759	SHS
EASTMAN KODAK CO	COM	277461109	225,540.00	7,000	SHS
ELECTRONIC ARTS INC	COM	285512109	401,630.67	8,733	SHS
ELECTRONIC ARTS INC	COM	285512109	6,709,067.19	145,881	SHS
ELECTRONIC ARTS INC	COM	285512109	1,839,600.00	40,000	SHS
ELECTRONIC ARTS INC	COM	285512109	247,702.14	5,386	SHS
EXXON MOBIL CORP	COM	30231G102	517,131.00	10,700	SHS
EXXON MOBIL CORP	COM	30231G102	8,762,229.00	181,300	SHS
EXXON MOBIL CORP	COM	30231G102	353,292.30	7,310	SHS
FIRST DATA CORP	COM	319963104	556,800.00	12,800	SHS
FIRST DATA CORP	COM	319963104	9,056,700.00	208,200	SHS
FIRST DATA CORP	COM	319963104	391,500.00	9,000	SHS
FIRST MARBLEHEAD CORP	COM	320771108	3,944,000.00	85,000	SHS
FLEETWOOD ENTERPRISES INC	COM	339099103	328,631.82	21,649	SHS
FLEETWOOD ENTERPRISES INC	COM	339099103	5,344,043.10	352,045	SHS
FLEETWOOD ENTERPRISES INC	COM	339099103	2,120,661.18	139,701	SHS
FLEETWOOD ENTERPRISES INC	COM	339099103	250,545.90	16,505	SHS
GOOGLE INC	CL A	38259P508	520,084.80	4,013	SHS
GOOGLE INC	CL A	38259P508	8,025,998.40	61,929	SHS
GOOGLE INC	CL A	38259P508	3,888,000.00	30,000	SHS
GOOGLE INC	CL A	38259P508	305,596.80	2,358	SHS
GOOGLE INC	CL A	38259P508	220,320.00	1,700	SHS
GREENPOINT FINL CORP	COM	395384100	4,626,000.00	100,000	SHS
GREY GLOBAL GROUP INC	COM	39787M108	5,970,000.00	6,000	SHS
HANOVER COMPRESSOR CO	COM	410768105	3,940,850.00	293,000	SHS
HEALTH MGMT ASSOC INC NEW	CL A	421933102	244,138.50	11,950	SHS
HEALTH MGMT ASSOC INC NEW	CL A	421933102	3,779,693.01	185,007	SHS
HEALTH MGMT ASSOC INC NEW	CL A	421933102	3,064,500.00	150,000	SHS
HEALTH MGMT ASSOC INC NEW	CL A	421933102	141,845.49	6,943	SHS
HEALTH MGMT ASSOC INC NEW	CL A	421933102	306,450.00	15,000	SHS
HOLLINGER INTL INC	CL A	435569108	10,145,772.00	586,800	SHS
HOLLYWOOD ENTMT CORP	COM	436141105	1,252,009.50	126,850	SHS
HOME DEPOT INC	COM	437076102	3,920,000.00	100,000	SHS
IAC INTERACTIVECORP	COM	44919P102	48,786,675.24	2,215,562	SHS
IAC INTERACTIVECORP	COM	44919P102	3,762,072.96	170,848	SHS
IAC INTERACTIVECORP	COM	44919P102	393,387.30	17,865	SHS
IAC INTERACTIVECORP	COM	44919P102	6,336,034.80	287,740	SHS
IAC INTERACTIVECORP	COM	44919P102	1,952,733.60	88,680	SHS
IAC INTERACTIVECORP	COM	44919P102	758,324.76	34,438	SHS
IAC INTERACTIVECORP	COM	44919P102	228,017.10	10,355	SHS
IBIS TECHNOLOGY CORP	COM	450909106	47,800.00	10,000	SHS
INFOSYS TECHNOLOGIES LTD	SPONSORED ADR	456788108	3,962,000.00	70,000	SHS
INFOSYS TECHNOLOGIES LTD	SPONSORED ADR	456788108	283,000.00	5,000	SHS
INTEL CORP	COM	458140100	10,030,000.00	500,000	SHS
ISHARES INC	MSCI JAPAN	464286848	2,425,000.00	250,000	SHS
ISHARES TR	DJ SEL DIV INX	464287168	235,053.00	4,095	SHS
ISHARES TR	DJ SEL DIV INX	464287168	3,645,703.60	63,514	SHS
ISHARES TR	DJ SEL DIV INX	464287168	137,243.40	2,391	SHS
ISTAR FINL INC	COM	45031U101	393,334.20	9,540	SHS
ISTAR FINL INC	COM	45031U101	6,967,870.00	169,000	SHS

ISTAR FINL INC	COM	45031U101	278,714.80	6,760	SHS
JOHNSON & JOHNSON	COM	478160104	733,698.25	13,025	SHS
JOHNSON & JOHNSON	COM	478160104	11,229,329.17	199,349	SHS
JOHNSON & JOHNSON	COM	478160104	5,633,000.00	100,000	SHS
JOHNSON & JOHNSON	COM	478160104	429,572.58	7,626	SHS
JPMORGAN & CHASE & CO	COM	46625H100	3,853,810.00	97,000	SHS
KANSAS CITY SOUTHERN	COM NEW	485170302	5,309,500.00	350,000	SHS
KMART HLDG CORPORATION	COM	498780105	5,912,972.00	67,600	SHS
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	3,060,400.00	70,000	SHS
LIVEPERSON INC	COM	538146101	1,800,409.68	550,584	SHS
MANDALAY RESORT GROUP	COM	562567107	15,446,250.00	225,000	SHS
MANNKIND CORP	COM	56400P201	1,789,191.24	89,281	SHS
MANNKIND CORP	COM	56400P201	180,360.00	9,000	SHS
MICROSOFT CORP	COM	594918104	760,928.00	27,520	SHS
MICROSOFT CORP	COM	594918104	12,154,940.00	439,600	SHS
MICROSOFT CORP	COM	594918104	493,829.00	17,860	SHS
MONOLITHIC SYS TECHNOLOGY IN	COM	609842109	1,810,530.82	417,173	SHS
NASDAQ 100 TR	UNIT SER 1	631100104	602,018.48	17,132	SHS
NASDAQ 100 TR	UNIT SER 1	631100104	10,228,094.38	291,067	SHS
NASDAQ 100 TR	UNIT SER 1	631100104	5,622,400.00	160,000	SHS
NASDAQ 100 TR	UNIT SER 1	631100104	281,506.54	8,011	SHS
NEIGHBORCARE INC	COM	64015Y104	2,535,000.00	100,000	SHS
NIKE INC	CL B	654106103	349,241.60	4,432	SHS
NIKE INC	CL B	654106103	5,415,924.00	68,730	SHS
NIKE INC	CL B	654106103	2,698,978.80	34,251	SHS
NIKE INC	CL B	654106103	203,855.60	2,587	SHS
NORTHROP GRUMMAN CORP	COM	666807102	3,999,750.00	75,000	SHS
OPSWARE INC	COM	68383A101	511,351.50	91,150	SHS
OVERSTOCK COM INC DEL	COM	690370101	451,705.54	12,298	SHS
OVERSTOCK COM INC DEL	COM	690370101	7,163,268.25	195,025	SHS
OVERSTOCK COM INC DEL	COM	690370101	3,707,636.39	100,943	SHS
OVERSTOCK COM INC DEL	COM	690370101	261,995.09	7,133	SHS
OVERSTOCK COM INC DEL	COM	690370101	330,570.00	9,000	SHS
PETMED EXPRESS INC	COM	716382106	143,469.00	30,204	SHS
PFIZER INC	COM	717081103	417,690.00	13,650	SHS
PFIZER INC	COM	717081103	7,333,749.00	239,665	SHS
PFIZER INC	COM	717081103	1,949,220.00	63,700	SHS
PFIZER INC	COM	717081103	283,203.00	9,255	SHS
PHARMACEUTICAL PROD DEV INC	COM	717124101	2,592,000.00	72,000	SHS
PHARMACEUTICAL PROD DEV INC	COM	717124101	288,000.00	8,000	SHS
PLUM CREEK TIMBER CO INC	COM	729251108	560,480.00	16,000	SHS
PLUM CREEK TIMBER CO INC	COM	729251108	9,619,238.00	274,600	SHS
PLUM CREEK TIMBER CO INC	COM	729251108	343,994.60	9,820	SHS
PREMCOR INC	COM	74045Q104	400,015.00	10,390	SHS
PREMCOR INC	COM	74045Q104	6,654,340.00	172,840	SHS
PREMCOR INC	COM	74045Q104	2,994,915.00	77,790	SHS
PREMCOR INC	COM	74045Q104	249,480.00	6,480	SHS
PRICE COMMUNICATIONS CORP	COM NEW	741437305	3,583,735.51	234,999	SHS
PRICELINE COM INC	COM NEW	741503403	2,146,056.00	96,800	SHS
PRICELINE COM INC	COM NEW	741503403	159,624.00	7,200	SHS
PRIME HOSPITALITY CORP	COM	741917108	6,099,604.00	501,200	SHS
PROVINCE HEALTHCARE CO	COM	743977100	5,020,800.00	240,000	SHS
QUALCOMM INC	COM	747525103	3,201,280.00	82,000	SHS
ROUSE CO	COM	779273101	6,341,829.12	94,824	SHS
SCO GROUP INC	COM	78403A106	326,400.00	85,000	SHS
SEMICONDUCTOR HLDRS TR	DEP RCPT	816636203	4,294,080.00	142,000	SHS
SEMICONDUCTOR HLDRS TR	DEP RCPT	816636203	241,920.00	8,000	SHS
SOUTHTRUST CORP	COM	844730101	6,249,000.00	150,000	SHS
SPDR TR	UNIT SER 1	78462F103	1,998,715.84	17,884	SHS
SPDR TR	UNIT SER 1	78462F103	18,197,657.28	162,828	SHS
SPDR TR	UNIT SER 1	78462F103	17,434,560.00	156,000	SHS
SPDR TR	UNIT SER 1	78462F103	445,698.88	3,988	SHS
SPDR TR	UNIT SER 1	78462F103	1,899,920.00	17,000	SHS
STAPLES INC	COM	855030102	2,982,000.00	100,000	SHS
STELMAR SHIPPING LTD	COM	V8726M103	2,555,956.00	67,600	SHS
TIME WARNER INC	COM	887317105	415,750.26	25,759	SHS

TIME WARNER INC	COM	887317105	6,938,117.94	429,871	SHS
TIME WARNER INC	COM	887317105	296,491.80	18,370	SHS
TRANSOCEAN INC	ORD	G90078109	6,440,400.00	180,000	SHS
TRANSOCEAN INC	ORD	G90078109	286,240.00	8,000	SHS
TYCO INTL LTD NEW	COM	902124106	4,599,000.00	150,000	SHS
UNISOURCE ENERGY CORP	COM	909205106	6,696,250.00	275,000	SHS
UNITED STATES STL CORP NEW	COM	912909108	2,633,400.00	70,000	SHS
VERIZON COMMUNICATIONS	COM	92343V104	3,938,000.00	100,000	SHS
VODAFONE GROUP PLC NEW	SPONSORED ADR	92857W100	482,055.34	19,994	SHS
VODAFONE GROUP PLC NEW	SPONSORED ADR	92857W100	7,385,616.30	306,330	SHS
VODAFONE GROUP PLC NEW	SPONSORED ADR	92857W100	266,560.16	11,056	SHS
WAYPOINT FINL CORP	COM	946756103	5,966,148.00	216,400	SHS
WEATHERFORD INTERNATIONAL LT	COM	G95089101	229,590.00	4,500	SHS
WELLPOINT HEALTH NETWORK NEW	COM	94973H108	19,441,650.00	185,000	SHS
XM SATELLITE RADIO HLDGS INC	CL A	983759101	3,102,000.00	100,000	SHS
XM SATELLITE RADIO HLDGS INC	CL A	983759101	201,630.00	6,500	SHS
YUM BRANDS INC	COM	988498101	688,617.76	16,936	SHS
YUM BRANDS INC	COM	988498101	10,701,020.78	263,183	SHS
YUM BRANDS INC	COM	988498101	3,659,400.00	90,000	SHS
YUM BRANDS INC	COM	988498101	401,761.46	9,881	SHS

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	ITEM 1		ITEM 6		ITEM 7		ITEM 8	
		---	INVESTMENT DISCRETION---			---	VOTING AUTHORITY---	
		(a)	(b)	(C)		(a)	(b)	(C)
	NAME OF ISSUER	SOLE	SHARED	OTHER	MANAGERS	SOLE	SHARED	OTHER
3M CO			3,453		2		3,453	
3M CO			54,522		2		54,522	
3M CO			2,025		2		2,025	
ADVANCED FIBRE COMMUNICATION			181,900		3		181,900	
ALLIANT TECHSYSTEMS INC			48,100		2		48,100	
AMAZON COM INC			5,000		2		5,000	
AMERICAN EXPRESS CO			12,574		2		12,574	
AMERICAN EXPRESS CO			220,307		2		220,307	
AMERICAN EXPRESS CO			80,478		2		80,478	
AMERICAN EXPRESS CO			8,360		2		8,360	
AMERICAN INTL GROUP INC			50,000		2		50,000	
AMERICAN MED SEC GROUP INC			200,000		3		200,000	
ANADARKO PETE CORP			45,000		2		45,000	
ANADARKO PETE CORP			3,460		2		3,460	
ANTHEM INC			7,932		2		7,932	
ANTHEM INC			126,710		2		126,710	
ANTHEM INC			51,000		2		51,000	
ANTHEM INC			5,358		2		5,358	
APACHE CORP			90,000		2		90,000	
ASK JEEVES INC			54,983				54,983	
AT&T WIRELESS SVCS INC			2,284,900		3		2,284,900	
BANK OF AMERICA CORPORATION			16,258		2		16,258	
BANK OF AMERICA CORPORATION			264,910		2		264,910	
BANK OF AMERICA CORPORATION			11,132		2		11,132	
BANKRATE INC.			30,226				30,226	
BERKSHIRE HATHAWAY INC DEL			300		1		300	
BERKSHIRE HATHAWAY INC DEL			12		2		12	
BERKSHIRE HATHAWAY INC DEL			190		2		190	
BERKSHIRE HATHAWAY INC DEL			7		2		7	
BIOGEN IDEC INC			64,000		2		64,000	
BIOMET INC			50,000		2		50,000	
BOEING CO			8,708		2		8,708	

BOEING CO	153,506	2	153,506
BOEING CO	5,570	2	5,570
BURLINGTON NORTHN SANTA FE C	75,000	2	75,000
CARNIVAL CORP	100,000	3	100,000
CENTENE CORP	6,690		6,690
CHELSEA PPTY GROUP INC	158,040	3	158,040
CHESAPEAKE ENERGY CORP	90,000	2	90,000
CITIGROUP INC	16,303	2	16,303
CITIGROUP INC	247,632	2	247,632
CITIGROUP INC	85,047	2	85,047
CITIGROUP INC	9,910	2	9,910
COCA COLA CO	2,347,920	1	2,347,920
COCA COLA CO	13,474	2	13,474
COCA COLA CO	255,945	2	255,945
COCA COLA CO	10,400	2	10,400
COLE NATIONAL CORP NEW	295,300	3	295,300
COMCAST CORP NEW	225,000	3	225,000
CONVERA CORP	173,400	1	173,400
CONVERA CORP	3,177,846	1	3,177,846
CONVERA CORP	48,000	1	48,000
CONVERA CORP	1,485,000	1	1,485,000
CONVERA CORP	500,000	1	500,000
CONVERA CORP	100,000		100,000
CONVERA CORP	30,000		30,000
CONVERA CORP	6,312,077		6,312,077
CONVERA CORP	66,667		66,667
COX COMMUNICATIONS INC NEW	375,100	3	375,100
DEVON ENERGY CORP NEW	5,600	2	5,600
DEVON ENERGY CORP NEW	91,000	2	91,000
DEVON ENERGY CORP NEW	3,400	2	3,400
DISNEY WALT CO	349,000	3	349,000
DISNEY WALT CO	17,700	2	17,700
DISNEY WALT CO	329,800	2	329,800
DISNEY WALT CO	11,700	2	11,700
EASTMAN KODAK CO	13,192	2	13,192
EASTMAN KODAK CO	203,599	2	203,599
EASTMAN KODAK CO	109,450	2	109,450
EASTMAN KODAK CO	7,759	2	7,759
EASTMAN KODAK CO	7,000	2	7,000
ELECTRONIC ARTS INC	8,733	2	8,733
ELECTRONIC ARTS INC	145,881	2	145,881
ELECTRONIC ARTS INC	40,000	2	40,000
ELECTRONIC ARTS INC	5,386	2	5,386
EXXON MOBIL CORP	10,700	2	10,700
EXXON MOBIL CORP	181,300	2	181,300
EXXON MOBIL CORP	7,310	2	7,310
FIRST DATA CORP	12,800	2	12,800
FIRST DATA CORP	208,200	2	208,200
FIRST DATA CORP	9,000	2	9,000
FIRST MARBLEHEAD CORP	85,000	2	85,000
FLEETWOOD ENTERPRISES INC	21,649	2	21,649
FLEETWOOD ENTERPRISES INC	352,045	2	352,045
FLEETWOOD ENTERPRISES INC	139,701	2	139,701
FLEETWOOD ENTERPRISES INC	16,505	2	16,505
GOOGLE INC	4,013	2	4,013
GOOGLE INC	61,929	2	61,929
GOOGLE INC	30,000	2	30,000
GOOGLE INC	2,358	2	2,358
GOOGLE INC	1,700	2	1,700
GREENPOINT FINL CORP	100,000	3	100,000
GREY GLOBAL GROUP INC	6,000	3	6,000
HANOVER COMPRESSOR CO	293,000	1	293,000
HEALTH MGMT ASSOC INC NEW	11,950	2	11,950
HEALTH MGMT ASSOC INC NEW	185,007	2	185,007
HEALTH MGMT ASSOC INC NEW	150,000	2	150,000
HEALTH MGMT ASSOC INC NEW	6,943	2	6,943



HEALTH MGMT ASSOC INC NEW	15,000	2	15,000
HOLLINGER INTL INC	586,800	3	586,800
HOLLYWOOD ENTMT CORP	126,850	3	126,850
HOME DEPOT INC	100,000	2	100,000
IAC INTERACTIVECORP	2,215,562	1	2,215,562
IAC INTERACTIVECORP	170,848	1	170,848
IAC INTERACTIVECORP	17,865	2	17,865
IAC INTERACTIVECORP	287,740	2	287,740
IAC INTERACTIVECORP	88,680	2	88,680
IAC INTERACTIVECORP	34,438		34,438
IAC INTERACTIVECORP	10,355	2	10,355
IBIS TECHNOLOGY CORP	10,000		10,000
INFOSYS TECHNOLOGIES LTD	70,000	2	70,000
INFOSYS TECHNOLOGIES LTD	5,000	2	5,000
INTEL CORP	500,000	1	500,000
ISHARES INC	250,000	2	250,000
ISHARES TR	4,095	2	4,095
ISHARES TR	63,514	2	63,514
ISHARES TR	2,391	2	2,391
ISTAR FINL INC	9,540	2	9,540
ISTAR FINL INC	169,000	2	169,000
ISTAR FINL INC	6,760	2	6,760
JOHNSON & JOHNSON	13,025	2	13,025
JOHNSON & JOHNSON	199,349	2	199,349
JOHNSON & JOHNSON	100,000	2	100,000
JOHNSON & JOHNSON	7,626	2	7,626
JPMORGAN & CHASE & CO	97,000	2	97,000
KANSAS CITY SOUTHERN	350,000	3	350,000
KMART HLDG CORPORATION	67,600	2	67,600
LABORATORY CORP AMER HLDGS	70,000	2	70,000
LIVEPERSON INC	550,584	1	550,584
MANDALAY RESORT GROUP	225,000	3	225,000
MANNKIND CORP	89,281	1	89,281
MANNKIND CORP	9,000	2	9,000
MICROSOFT CORP	27,520	2	27,520
MICROSOFT CORP	439,600	2	439,600
MICROSOFT CORP	17,860	2	17,860
MONOLITHIC SYS TECHNOLOGY IN	417,173	3	417,173
NASDAQ 100 TR	17,132	2	17,132
NASDAQ 100 TR	291,067	2	291,067
NASDAQ 100 TR	160,000	2	160,000
NASDAQ 100 TR	8,011	2	8,011
NEIGHBORCARE INC	100,000	3	100,000
NIKE INC	4,432	2	4,432
NIKE INC	68,730	2	68,730
NIKE INC	34,251	2	34,251
NIKE INC	2,587	2	2,587
NORTHROP GRUMMAN CORP	75,000	2	75,000
OPSWARE INC	91,150		91,150
OVERSTOCK COM INC DEL	12,298	2	12,298
OVERSTOCK COM INC DEL	195,025	2	195,025
OVERSTOCK COM INC DEL	100,943	2	100,943
OVERSTOCK COM INC DEL	7,133	2	7,133
OVERSTOCK COM INC DEL	9,000	2	9,000
PETMED EXPRESS INC	30,204		30,204
PFIZER INC	13,650	2	13,650
PFIZER INC	239,665	2	239,665
PFIZER INC	63,700	2	63,700
PFIZER INC	9,255	2	9,255
PHARMACEUTICAL PROD DEV INC	72,000	2	72,000
PHARMACEUTICAL PROD DEV INC	8,000	2	8,000
PLUM CREEK TIMBER CO INC	16,000	2	16,000
PLUM CREEK TIMBER CO INC	274,600	2	274,600
PLUM CREEK TIMBER CO INC	9,820	2	9,820
PREMCOR INC	10,390	2	10,390
PREMCOR INC	172,840	2	172,840

PREMCOR INC	77,790	2	77,790
PREMCOR INC	6,480	2	6,480
PRICE COMMUNICATIONS CORP	234,999	3	234,999
PRICELINE COM INC	96,800	1	96,800
PRICELINE COM INC	7,200	1	7,200
PRIME HOSPITALITY CORP	501,200	3	501,200
PROVINCE HEALTHCARE CO	240,000	3	240,000
QUALCOMM INC	82,000	2	82,000
ROUSE CO	94,824	3	94,824
SCO GROUP INC	85,000	3	85,000
SEMICONDUCTOR HLDRS TR	142,000	2	142,000
SEMICONDUCTOR HLDRS TR	8,000	2	8,000
SOUTHTRUST CORP	150,000	3	150,000
SPDR TR	17,884	2	17,884
SPDR TR	162,828	2	162,828
SPDR TR	156,000	2	156,000
SPDR TR	3,988	2	3,988
SPDR TR	17,000	2	17,000
STAPLES INC	100,000	2	100,000
STELMAR SHIPPING LTD	67,600	3	67,600
TIME WARNER INC	25,759	2	25,759
TIME WARNER INC	429,871	2	429,871
TIME WARNER INC	18,370	2	18,370
TRANSOCEAN INC	180,000	2	180,000
TRANSOCEAN INC	8,000	2	8,000
TYCO INTL LTD NEW	150,000	2	150,000
UNISOURCE ENERGY CORP	275,000	3	275,000
UNITED STATES STL CORP NEW	70,000	2	70,000
VERIZON COMMUNICATIONS	100,000	2	100,000
VODAFONE GROUP PLC NEW	19,994	2	19,994
VODAFONE GROUP PLC NEW	306,330	2	306,330
VODAFONE GROUP PLC NEW	11,056	2	11,056
WAYPOINT FINL CORP	216,400	3	216,400
WEATHERFORD INTERNATIONAL LT	4,500	2	4,500
WELLPOINT HEALTH NETWORK NEW	185,000	3	185,000
XM SATELLITE RADIO HLDGS INC	100,000	2	100,000
XM SATELLITE RADIO HLDGS INC	6,500	2	6,500
YUM BRANDS INC	16,936	2	16,936
YUM BRANDS INC	263,183	2	263,183
YUM BRANDS INC	90,000	2	90,000
YUM BRANDS INC	9,881	2	9,881

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# **EXHIBIT 26**

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Originator-Key-Asymmetric:

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MIC-Info: RSA-MD5,RSA,

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ACCESSION NUMBER: 0000932799-05-000059

CONFORMED SUBMISSION TYPE: 13F-HR

PUBLIC DOCUMENT COUNT: 1

CONFORMED PERIOD OF REPORT: 20041231

FILED AS OF DATE: 20050210

DATE AS OF CHANGE: 20050210

EFFECTIVENESS DATE: 20050210

FILER:

COMPANY DATA:

COMPANY CONFORMED NAME:	ALLEN HOLDING INC /NY
CENTRAL INDEX KEY:	0000919489
IRS NUMBER:	133311050
STATE OF INCORPORATION:	DE
FISCAL YEAR END:	1130

FILING VALUES:

FORM TYPE:	13F-HR
SEC ACT:	1934 Act
SEC FILE NUMBER:	028-04174
FILM NUMBER:	05593312

BUSINESS ADDRESS:

STREET 1:	711 FIFTH AVE
CITY:	NEW YORK
STATE:	NY
ZIP:	11375
BUSINESS PHONE:	2128328000

MAIL ADDRESS:

STREET 1:	711 FIFTH AVENUE
CITY:	NEW YORK
STATE:	NY
ZIP:	11375

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 31, 2004

Check here if Amendment

[ ]; Amendment Number:

This Amendment (Check only one.):            ☐    is a restatement  
   ☐    adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name                    Allen Holding Inc.  
-----  
Address                711 Fifth Avenue  
-----  
                         New York, New York 10022  
-----

Form 13F File Number:            28-4174

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name:                   Howard M. Felson  
-----  
Title:                   Vice President  
-----  
Phone:                   (212) 832-8000  
-----

Signature, Place, and Date of Signing:

/s/ HOWARD FELSON	New York, New York	February 10, 2005
-----	-----	-----
[Signature]	[City, State]	[Date]

Report Type (Check only one.):

☒ 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)

☐ 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)

☐ 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

<PAGE>

Form 13F Summary Page

Report Summary:

Number of Other Included Managers:	3
Form 13F Information Table Entry Total:	222
Form 13F Information Table Value Total:	\$956,422,081
List of Other Included Managers:	

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

Form 13F File		
No.	Number	Name

1.	28-3765	Allen & Company Incorporated
2.	28-10288	Allen Capital LLC
3.	28-10287	Allen Arbitrage LLC

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ITEM 1	ITEM 2	ITEM 3	ITEM 4	TOTAL
NAME OF ISSUER	CLASS	CUSIP NUMBER		VALUE
AES CORP	COM	00130H105		546,800.
AIRGATE PCS INC	COM NEW	009367301		5,379,765.
AMERICAN EXPRESS CO	COM	025816109		710,318.
AMERICAN EXPRESS CO	COM	025816109		12,445,932.
AMERICAN EXPRESS CO	COM	025816109		4,546,465.
AMERICAN EXPRESS CO	COM	025816109		487,036.
APACHE CORP	COM	037411105		3,539,900.
ASK JEEVES INC	COM	045174109		935,795.
BANK OF AMERICA CORPORATION	COM	060505104		771,293.
BANK OF AMERICA CORPORATION	COM	060505104		12,567,710.
BANK OF AMERICA CORPORATION	COM	060505104		539,539.
BANKNORTH GROUP INC NEW	COM	06646R107		5,646,648.
BANKRATE INC	COM	06646V108		210,880.
BERKSHIRE HATHAWAY INC DEL	CL A	084670108		26,370,000.
BERKSHIRE HATHAWAY INC DEL	CL A	084670108		1,054,800.
BERKSHIRE HATHAWAY INC DEL	CL A	084670108		16,701,000.
BERKSHIRE HATHAWAY INC DEL	CL A	084670108		615,300.
BIOGEN IDEC INC	COM	09062X103		3,596,940.
BOEING CO	COM	097023105		452,418.
BOEING CO	COM	097023105		7,975,893.
BOEING CO	COM	097023105		288,358.
BUILD A BEAR WORKSHOP	COM	120076104		456,950.
BURLINGTON NORTHN SANTA FE C	COM	12189T104		3,548,250.
CARNIVAL CORP	PAIRED CTF	143658300		4,445,578.
CENTENE CORP DEL	COM	15135B101		379,323.
CENTENE CORP DEL	COM	15135B101		413,910.
CHESAPEAKE ENERGY CORP	COM	165167107		1,485,000.
CITIGROUP INC	COM	172967101		1,062,176.
CITIGROUP INC	COM	172967101		16,405,627.
CITIGROUP INC	COM	172967101		7,034,280.
CITIGROUP INC	COM	172967101		672,111.
COCA COLA CO	COM	191216100		97,767,388.
COCA COLA CO	COM	191216100		567,969.
COCA COLA CO	COM	191216100		10,788,674.
COCA COLA CO	COM	191216100		433,056.
COMCAST CORP NEW	CL A SPL	20030N200		782,807.
COMCAST CORP NEW	CL A SPL	20030N200		13,482,363.
COMCAST CORP NEW	CL A SPL	20030N200		10,180,400.
COMCAST CORP NEW	CL A	20030N101		4,235,911.
COMCAST CORP NEW	CL A SPL	20030N200		569,182.
COMCAST CORP NEW	CL A SPL	20030N200		689,640.
CONTINENTAL AIRLS INC	CL B	210795308		2,031,000.
CONVERA CORP	CL A	211919105		806,310.
CONVERA CORP	CL A	211919105		2,325,000.
CONVERA CORP	CL A	211919105		14,776,983.
CONVERA CORP	CL A	211919105		223,200.
CONVERA CORP	CL A	211919105		6,905,250.
CONVERA CORP	CL A	211919105		465,000.
CONVERA CORP	CL A	211919105		139,500.
CONVERA CORP	CL A	211919105		310,001.
CONVERA CORP	CL A	211919105		29,351,158.
DECOMA INTERNATIONAL INC	CL A SUB VTG	24359C100		2,721,499.
DEVON ENERGY CORP NEW	COM	25179M103		435,904.

DEVON ENERGY CORP NEW	COM	25179M103	7,083,440.
DEVON ENERGY CORP NEW	COM	25179M103	264,656.
DISNEY WALT CO	COM DISNEY	254687106	492,060.
DISNEY WALT CO	COM DISNEY	254687106	9,168,440.
DISNEY WALT CO	COM DISNEY	254687106	3,216,738.
DISNEY WALT CO	COM DISNEY	254687106	325,260.
DU PONT E I DE NEMOURS & CO	COM	263534109	4,905,000.
EASTMAN KODAK CO	COM	277461109	425,442.
EASTMAN KODAK CO	COM	277461109	6,566,067.
EASTMAN KODAK CO	COM	277461109	3,529,762.
EASTMAN KODAK CO	COM	277461109	250,227.
EASTMAN KODAK CO	COM	277461109	258,000.
ELECTRONIC ARTS INC	COM	285512109	766,003.
ELECTRONIC ARTS INC	COM	285512109	12,927,449.
ELECTRONIC ARTS INC	COM	285512109	2,467,200.
ELECTRONIC ARTS INC	COM	285512109	492,946.
EXPEDITORS INTL WASH INC	COM	302130109	429,661.
EXPEDITORS INTL WASH INC	COM	302130109	7,109,835.
EXPEDITORS INTL WASH INC	COM	302130109	283,702.
EXXON MOBIL CORP	COM	30231G102	548,482.
EXXON MOBIL CORP	COM	30231G102	9,293,438.
EXXON MOBIL CORP	COM	30231G102	391,113.
FIRST DATA CORP	COM	319963104	544,512.
FIRST DATA CORP	COM	319963104	8,856,828.
FIRST DATA CORP	COM	319963104	399,025.
FIRST MARBLEHEAD CORP	COM	320771108	4,218,750.
FLEETWOOD ENTERPRISES INC	COM	339099103	291,395.
FLEETWOOD ENTERPRISES INC	COM	339099103	4,738,525.
FLEETWOOD ENTERPRISES INC	COM	339099103	1,880,375.
FLEETWOOD ENTERPRISES INC	COM	339099103	222,157.
GENCORP INC	COM	368682100	2,864,979.
GMH CMNTYS TR	COM	36188G102	352,500.
GOOGLE INC	CL A	38259P508	509,736.
GOOGLE INC	CL A	38259P508	7,560,645.
GOOGLE INC	CL A	38259P508	4,626,960.
GOOGLE INC	CL A	38259P508	277,424.
GREY GLOBAL GROUP INC	COM	39787M108	9,164,016.
GUIDANT CORP	COM	401698105	6,952,242.
HANOVER COMPRESSOR CO	COM	410768105	4,140,090.
HEALTH MGMT ASSOC INC NEW	CL A	421933102	271,504.
HEALTH MGMT ASSOC INC NEW	CL A	421933102	4,203,359.
HEALTH MGMT ASSOC INC NEW	CL A	421933102	5,680,000.
HEALTH MGMT ASSOC INC NEW	CL A	421933102	157,744.
HEALTH MGMT ASSOC INC NEW	CL A	421933102	340,800.
HOLLINGER INTL INC	CL A	435569108	7,097,677.
IAC INTERACTIVECORP	COM	44919P102	61,193,822.
IAC INTERACTIVECORP	COM	44919P102	4,718,821.
IAC INTERACTIVECORP	COM	44919P102	951,177.
IAC INTERACTIVECORP	COM	44919P102	341,907.
IAC INTERACTIVECORP	COM	44919P102	5,438,626.
IAC INTERACTIVECORP	COM	44919P102	2,449,341.
IAC INTERACTIVECORP	COM	44919P102	184,280.
INFOSYS TECHNOLOGIES LTD	SPONSORED ADR	456788108	4,851,700.
INFOSYS TECHNOLOGIES LTD	SPONSORED ADR	456788108	346,550.
INTEL CORP	COM	458140100	11,695,000.
INTERNATIONAL STL GROUP INC	COM	460377104	15,174,672.
ISHARES TR	DJ SEL DIV INX	464287168	513,365.
ISHARES TR	DJ SEL DIV INX	464287168	8,366,179.
ISHARES TR	DJ SEL DIV INX	464287168	346,418.
ISTAR FINL INC	COM	45031U101	555,792.
ISTAR FINL INC	COM	45031U101	9,704,196.
ISTAR FINL INC	COM	45031U101	405,529.
JOHNSON & JOHNSON	COM	478160104	826,045.
JOHNSON & JOHNSON	COM	478160104	12,642,713.
JOHNSON & JOHNSON	COM	478160104	6,342,000.
JOHNSON & JOHNSON	COM	478160104	499,495.

KANSAS CITY SOUTHERN	COM NEW	485170302	4,103,076.
KMART HLDG CORPORATION	COM	498780105	6,689,020.
KOHL'S CORP	COM	500255104	4,621,980.
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	3,487,400.
LEVITT CORP	CL A	52742P108	2,139,900.
LEVITT CORP	CL A	52742P108	305,700.
LIVEPERSON INC	COM	538146101	1,734,339.
LUCENT TECHNOLOGIES INC	COM	549463107	3,760,000.
MANDALAY RESORT GROUP	COM	562567107	14,940,668.
MANNKIND CORP	COM	56400P201	1,406,175.
MCI INC	COM	552691107	282,240.
MICROSOFT CORP	COM	594918104	729,349.
MICROSOFT CORP	COM	594918104	11,690,801.
MICROSOFT CORP	COM	594918104	448,415.
MONOLITHIC SYS TECHNOLOGY IN	COM	609842109	1,682,037.
MOODYS CORP	COM	615369105	216,169.
MOODYS CORP	COM	615369105	3,547,388.
MOODYS CORP	COM	615369105	144,692.
MYLAN LABS INC	COM	628530107	1,636,602.
NEXTEL COMMUNICATIONS INC	CL A	65332V103	510,170.
NIKE INC	CL B	654106103	633,832.
NIKE INC	CL B	654106103	10,366,139.
NIKE INC	CL B	654106103	5,010,713.
NIKE INC	CL B	654106103	420,529.
OCULAR SCIENCES INC	COM	675744106	737,208.
ONVIA INC	COM NEW	68338T403	271.
ONVIA INC	COM NEW	68338T403	113,703.
OPSWARE INC	COM	68383A101	669,041.
OPSWARE INC	COM	68383A101	513,800.
OVERSTOCK COM INC DEL	COM	690370101	698,556.
OVERSTOCK COM INC DEL	COM	690370101	10,947,126.
OVERSTOCK COM INC DEL	COM	690370101	6,137,067.
OVERSTOCK COM INC DEL	COM	690370101	391,782.
OVERSTOCK COM INC DEL	COM	690370101	448,500.
PETMED EXPRESS INC	COM	716382106	229,852.
PFIZER INC	COM	717081103	395,283.
PFIZER INC	COM	717081103	6,935,710.
PFIZER INC	COM	717081103	267,313.
PHARMACEUTICAL PROD DEV INC	COM	717124101	5,987,050.
PHARMACEUTICAL PROD DEV INC	COM	717124101	330,320.
PLUM CREEK TIMBER CO INC	COM	729251108	615,040.
PLUM CREEK TIMBER CO INC	COM	729251108	10,555,624.
PLUM CREEK TIMBER CO INC	COM	729251108	394,394.
PREMCOR INC	COM	74045Q104	438,146.
PREMCOR INC	COM	74045Q104	7,288,662.
PREMCOR INC	COM	74045Q104	3,280,404.
PREMCOR INC	COM	74045Q104	273,261.
PRICE COMMUNICATIONS CORP	COM NEW	741437305	3,794,423.
PRICELINE COM INC	COM NEW	741503403	2,283,512.
PRICELINE COM INC	COM NEW	741503403	169,848.
PROVIDE COMM INC	COM	74373W103	445,800.
PROVINCE HEALTHCARE CO	COM	743977100	5,172,237.
REDWOOD TR INC	COM	758075402	279,901.
REDWOOD TR INC	COM	758075402	4,708,905.
REDWOOD TR INC	COM	758075402	189,498.
SCO GROUP INC	COM	78403A106	277,356.
SEAGATE TECHNOLOGY	SHS	G7945J104	3,454,000.
SEMICONDUCTOR HLDRS TR	DEP RCPT	816636203	3,337,000.
SOTHEBYS HLDGS INC	CL A	835898107	49,903.
SOTHEBYS HLDGS INC	CL A	835898107	809,500.
SOTHEBYS HLDGS INC	CL A	835898107	33,232.
SOTHEBYS HLDGS INC	CL A	835898107	378,563.
SPDR TR	UNIT SER 1	78462F103	457,251.
SPDR TR	UNIT SER 1	78462F103	7,132,176.
SPDR TR	UNIT SER 1	78462F103	5,197,410.
SPDR TR	UNIT SER 1	78462F103	714,341.



STELMAR SHIPPING LTD	COM	V8726M103	13,381,748.
SYMANTEC CORP	COM	871503108	478,079.
SYMANTEC CORP	COM	871503108	7,755,743.
SYMANTEC CORP	COM	871503108	4,379,200.
SYMANTEC CORP	COM	871503108	318,496.
SYMANTEC CORP	COM	871503108	463,680.
TESMA INTL INC	CL A SUB VTG	881908107	4,191,016.
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	506,873.
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	8,411,352.
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	6,987,240.
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	356,289.
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	477,760.
THERAVANCE INC.	COM	88338T104	2,001,3
TIDEWATER INC	COM	886423102	5,341,500.
TIME WARNER INC	COM	887317105	501,012.
TIME WARNER INC	COM	887317105	8,360,990.
TIME WARNER INC	COM	887317105	357,296.
TRANSOCEAN INC	ORD	G90078109	7,630,200.
TRANSOCEAN INC	ORD	G90078109	500,202.
TYCO INTL LTD NEW	COM	902124106	5,361,000.
ULTRA PETROLEUM CORP	COM	903914109	356,162.
VERITAS SOFTWARE CO	COM	923436109	2,202,347.
VODAFONE GROUP PLC NEW	SPONSORED ADR	92857W100	631,683.
VODAFONE GROUP PLC NEW	SPONSORED ADR	92857W100	9,753,741.
VODAFONE GROUP PLC NEW	SPONSORED ADR	92857W100	374,366.
WASHINGTON MUT INC	COM	939322103	4,228,000.
WAYPOINT FINL CORP	COM	946756103	4,732,493.
WELLPOINT INC	COM	94973V107	912,180.
WELLPOINT INC	COM	94973V107	14,571,650.
WELLPOINT INC	COM	94973V107	5,865,000.
WELLPOINT INC	COM	94973V107	632,270.
XM SATELLITE RADIO HLDGS INC	CL A	983759101	3,762,000.
XM SATELLITE RADIO HLDGS INC	CL A	983759101	282,150.
YUM BRANDS INC	COM	988498101	799,040.
YUM BRANDS INC	COM	988498101	12,416,973.
YUM BRANDS INC	COM	988498101	4,246,200.
YUM BRANDS INC	COM	988498101	486,472.

Total			956,422,081
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ITEM 1	ITEM 6			ITEM 7
	---INVESTMENT DISCRETION---			
	(a)	(b)	(c)	
NAME OF ISSUER	SOLE	SHARED	OTHER	MANAGERS
AES CORP			40,000	
AIRGATE PCS INC			151,117	
AMERICAN EXPRESS CO			12,601	
AMERICAN EXPRESS CO			220,790	
AMERICAN EXPRESS CO			80,654	
AMERICAN EXPRESS CO			8,640	
APACHE CORP			70,000	
ASK JEEVES INC			34,983	
BANK OF AMERICA CORPORATION			16,414	
BANK OF AMERICA CORPORATION			267,455	
BANK OF AMERICA CORPORATION			11,482	
BANKNORTH GROUP INC NEW			154,280	
BANKRATE INC			15,226	
BERKSHIRE HATHAWAY INC DEL			300	
BERKSHIRE HATHAWAY INC DEL			12	

BERKSHIRE HATHAWAY INC DEL	190
BERKSHIRE HATHAWAY INC DEL	7
BIOGEN IDEC INC	54,000
BOEING CO	8,739
BOEING CO	154,064
BOEING CO	5,570
BUILD A BEAR WORKSHOP	13,000
BURLINGTON NORTHN SANTA FE C	75,000
CARNIVAL CORP	140
CENTENE CORP DEL	13,380
CENTENE CORP DEL	14,600
CHESAPEAKE ENERGY CORP	90,000
CITIGROUP INC	22,046
CITIGROUP INC	340,507
CITIGROUP INC	146,000
CITIGROUP INC	13,950
COCA COLA CO	2,347,920
COCA COLA CO	13,640
COCA COLA CO	259,094
COCA COLA CO	10,400
COMCAST CORP NEW	23,837
COMCAST CORP NEW	410,547
COMCAST CORP NEW	310,000
COMCAST CORP NEW	127,281
COMCAST CORP NEW	17,332
COMCAST CORP NEW	21,000
CONTINENTAL AIRLS INC	150,000
CONVERA CORP	173,400
CONVERA CORP	500,000
CONVERA CORP	3,177,846
CONVERA CORP	48,000
CONVERA CORP	1,485,000
CONVERA CORP	100,000
CONVERA CORP	30,000
CONVERA CORP	66,667
CONVERA CORP	6,312,077
DECOMA INTERNATIONAL INC	231,420
DEVON ENERGY CORP NEW	11,200
DEVON ENERGY CORP NEW	182,000
DEVON ENERGY CORP NEW	6,800
DISNEY WALT CO	17,700
DISNEY WALT CO	329,800
DISNEY WALT CO	115,710
DISNEY WALT CO	11,700
DU PONT E I DE NEMOURS & CO	100,000
EASTMAN KODAK CO	13,192
EASTMAN KODAK CO	203,599
EASTMAN KODAK CO	109,450
EASTMAN KODAK CO	7,759
EASTMAN KODAK CO	8,000
ELECTRONIC ARTS INC	12,419
ELECTRONIC ARTS INC	209,589
ELECTRONIC ARTS INC	40,000
ELECTRONIC ARTS INC	7,992
EXPEDITORS INTL WASH INC	7,689
EXPEDITORS INTL WASH INC	127,234
EXPEDITORS INTL WASH INC	5,077
EXXON MOBIL CORP	10,700
EXXON MOBIL CORP	181,300
EXXON MOBIL CORP	7,630
FIRST DATA CORP	12,800
FIRST DATA CORP	208,200
FIRST DATA CORP	9,380
FIRST MARBLEHEAD CORP	75,000
FLEETWOOD ENTERPRISES INC	21,649
FLEETWOOD ENTERPRISES INC	352,045

FLEETWOOD ENTERPRISES INC	139,701
FLEETWOOD ENTERPRISES INC	16,505
GENCORP INC	154,280
GMH CMNTYS TR	25,000
GOOGLE INC	2,644
GOOGLE INC	39,217
GOOGLE INC	24,000
GOOGLE INC	1,439
GREY GLOBAL GROUP INC	8,331
GUIDANT CORP	96,425
HANOVER COMPRESSOR CO	293,000
HEALTH MGMT ASSOC INC NEW	11,950
HEALTH MGMT ASSOC INC NEW	185,007
HEALTH MGMT ASSOC INC NEW	250,000
HEALTH MGMT ASSOC INC NEW	6,943
HEALTH MGMT ASSOC INC NEW	15,000
HOLLINGER INTL INC	452,658
IAC INTERACTIVECORP	2,215,562
IAC INTERACTIVECORP	170,848
IAC INTERACTIVECORP	34,438
IAC INTERACTIVECORP	12,379
IAC INTERACTIVECORP	196,909
IAC INTERACTIVECORP	88,680
IAC INTERACTIVECORP	6,672
INFOSYS TECHNOLOGIES LTD	70,000
INFOSYS TECHNOLOGIES LTD	5,000
INTEL CORP	500,000
INTERNATIONAL STL GROUP INC	374,129
ISHARES TR	8,361
ISHARES TR	136,257
ISHARES TR	5,642
ISTAR FINL INC	12,280
ISTAR FINL INC	214,410
ISTAR FINL INC	8,960
JOHNSON & JOHNSON	13,025
JOHNSON & JOHNSON	199,349
JOHNSON & JOHNSON	100,000
JOHNSON & JOHNSON	7,876
KANSAS CITY SOUTHERN	231,420
KMART HLDG CORPORATION	67,600
KOHL'S CORP	94,000
LABORATORY CORP AMER HLDGS	70,000
LEVITT CORP	70,000
LEVITT CORP	10,000
LIVEPERSON INC	550,584
LUCENT TECHNOLOGIES INC	1,000,000
MANDALAY RESORT GROUP	194,535
MANNKIND CORP	89,281
MCI INC	14,000
MICROSOFT CORP	27,296
MICROSOFT CORP	437,530
MICROSOFT CORP	16,782
MONOLITHIC SYS TECHNOLOGY IN	269,990
MOODYS CORP	2,489
MOODYS CORP	40,845
MOODYS CORP	1,666
MYLAN LABS INC	92,568
NEXTEL COMMUNICATIONS INC	17,000
NIKE INC	6,989
NIKE INC	114,303
NIKE INC	55,251
NIKE INC	4,637
OCULAR SCIENCES INC	15,042
ONVIA INC	43
ONVIA INC	17,991
OPSWARE INC	91,150

OPSWARE INC	70,000
OVERSTOCK COM INC DEL	10,124
OVERSTOCK COM INC DEL	158,654
OVERSTOCK COM INC DEL	88,943
OVERSTOCK COM INC DEL	5,678
OVERSTOCK COM INC DEL	6,500
PETMED EXPRESS INC	30,204
PFIZER INC	14,700
PFIZER INC	257,929
PFIZER INC	9,941
PHARMACEUTICAL PROD DEV INC	145,000
PHARMACEUTICAL PROD DEV INC	8,000
PLUM CREEK TIMBER CO INC	16,000
PLUM CREEK TIMBER CO INC	274,600
PLUM CREEK TIMBER CO INC	10,260
PREMCOR INC	10,390
PREMCOR INC	172,840
PREMCOR INC	77,790
PREMCOR INC	6,480
PRICE COMMUNICATIONS CORP	204,111
PRICELINE COM INC	96,800
PRICELINE COM INC	7,200
PROVIDE COMM INC	12,000
PROVINCE HEALTHCARE CO	231,420
REDWOOD TR INC	4,508
REDWOOD TR INC	75,840
REDWOOD TR INC	3,052
SCO GROUP INC	65,569
SEAGATE TECHNOLOGY	200,000
SEMICONDUCTOR HLDRS TR	100,000
SOTHEBYS HLDGS INC	2,748
SOTHEBYS HLDGS INC	44,576
SOTHEBYS HLDGS INC	1,830
SOTHEBYS HLDGS INC	20,846
SPDR TR	3,783
SPDR TR	59,007
SPDR TR	43,000
SPDR TR	5,910
STELMAR SHIPPING LTD	280,481
SYMANTEC CORP	18,559
SYMANTEC CORP	301,077
SYMANTEC CORP	170,000
SYMANTEC CORP	12,364
SYMANTEC CORP	18,000
TESMA INTL INC	115,710
TEVA PHARMACEUTICAL INDS LTD	16,975
TEVA PHARMACEUTICAL INDS LTD	281,693
TEVA PHARMACEUTICAL INDS LTD	234,000
TEVA PHARMACEUTICAL INDS LTD	11,932
TEVA PHARMACEUTICAL INDS LTD	16,000
THERAVANCE INC.	111,806
TIDEWATER INC	150,000
TIME WARNER INC	25,759
TIME WARNER INC	429,871
TIME WARNER INC	18,370
TRANSOCEAN INC	180,000
TRANSOCEAN INC	11,800
TYCO INTL LTD NEW	150,000
ULTRA PETROLEUM CORP	7,400
VERITAS SOFTWARE CO	77,140
VODAFONE GROUP PLC NEW	23,071
VODAFONE GROUP PLC NEW	356,236
VODAFONE GROUP PLC NEW	13,673
WASHINGTON MUT INC	100,000
WAYPOINT FINL CORP	166,931
WELLPOINT INC	7,932

WELLPOINT INC	126,710
WELLPOINT INC	51,000
WELLPOINT INC	5,498
XM SATELLITE RADIO HLDGS INC	100,000
XM SATELLITE RADIO HLDGS INC	7,500
YUM BRANDS INC	16,936
YUM BRANDS INC	263,183
YUM BRANDS INC	90,000
YUM BRANDS INC	10,311

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# **EXHIBIT 27**

-----BEGIN PRIVACY-ENHANCED MESSAGE-----

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Originator-Key-Asymmetric:

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ACCESSION NUMBER: 0000932799-99-000055

CONFORMED SUBMISSION TYPE: 13F-HR

PUBLIC DOCUMENT COUNT: 1

CONFORMED PERIOD OF REPORT: 19990331

FILED AS OF DATE: 19990517

FILER:

COMPANY DATA:

COMPANY CONFORMED NAME:	ALLEN HOLDING INC /NY
CENTRAL INDEX KEY:	0000919489
STANDARD INDUSTRIAL CLASSIFICATION:	[ ]
IRS NUMBER:	133311050
STATE OF INCORPORATION:	DE
FISCAL YEAR END:	1130

FILING VALUES:

FORM TYPE:	13F-HR
SEC ACT:	
SEC FILE NUMBER:	028-04174
FILM NUMBER:	99627086

BUSINESS ADDRESS:

STREET 1:	711 FIFTH AVE
CITY:	NEW YORK
STATE:	NY
ZIP:	11375
BUSINESS PHONE:	2128328000

MAIL ADDRESS:

STREET 1:	711 FIFTH AVENUE
CITY:	NEW YORK
STATE:	NY
ZIP:	11375

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<TYPE>13F-HR

<SEQUENCE>1

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: March 31, 1999.

Check here if Amendment	[ ] Amendment Number: _____
This Amendment (Check only one.):	[ ] is a restatement.
	[ ] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Allen Holding Inc.  
Address: 711 Fifth Avenue  
New York, New York 10022

Form 13F File Number: 28-4174

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Kim M. Wieland  
Title: Chief Financial Officer and Managing Director  
Phone: (212) 832-8000

Signature, Place, and Date of Signing:

/s/ Kim M. Wieland	New York, New York	May 14, 1999
-----	-----	-----
[Signature]	[City, State]	[Date]

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Report Type (Check only one.):

☒ 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)

☐ 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)

☐ 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager:  
[If there are no entries in this list, omit this section.]

Form 13F File Number	Name
-----	-----
28-5910	Allen & Company Incorporated
28-6492	Allen Capital Incorporated

<PAGE>

Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers:

2



Form 13F Information Table Entry Total: 256

Form 13F Information Table Value Total: \$ 1,064,129,550

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

No.	Form 13F File Number	Name
1	28-5910	Allen & Company Incorporated
2	28-6492	Allen Capital Incorporated

258327

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ITEM 1	ITEM 2	ITEM 3	IT
NAME OF ISSUER	CLASS	CUSIP NUMBER	FAIR M VAL
AASCHE TRANSN SVCS INC	WT EXP 020800	2538114	45,
ADVANCED TECHNICAL PRODS INC	COM	7548100	343,
AIRTOUCH COMMUNICATIONS INC	COM	00949T100	6,763,
ALIAANT COMMUNICATIONS INC	COM	16090102	2,046,
ALZA CORP DEL	COM	22615108	302,
ALZA CORP DEL	COM	22615108	7,573,
ALZA CORP DEL	COM	22615108	306,
ALZA CORP DEL	COM	22615108	2,218,
ALZA CORP DEL	COM	22615108	118,
AMAZON COM INC	COM	23135106	2,238,
AMBASSADORS INTL INC	COM	23178106	500,
AMBASSADORS INTL INC	COM	23178106	4,
AMBASSADORS INTL INC	COM	23178106	1,246,
AMERICAN STORES CO NEW	COM	30096101	7,425,
AMERIGON INC	WT A EX 021202	03070L110	3,
AMERUS LIFE HLDGS INC	WT EXP 040202	30732119	52,
AMERUS LIFE HLDGS INC	WT EXP 040202	30732119	70,
AMGEN INC	COM	31162100	748,
AMGEN INC	COM	31162100	3,144,
AMP INC	COM	31897101	5,403,
APACHE MED SYS INC	COM	03746E102	143,
APACHE MED SYS INC	COM	03746E102	323,
APPLIED IMAGING CORP	COM	03820G106	184,
APPLIED IMAGING CORP	COM	03820G106	9,
APPLIED IMAGING CORP	COM	03820G106	89,
APPLIED IMAGING CORP	COM	03820G106	33,
APRIA HEALTHCARE GROUP INC	COM	37933108	1,294,
ARCHER DANIELS MIDLAND CO	COM	39483102	11,840,
ASCEND COMMUNICATIONS INC	COM	43491109	12,134,
ASTRA AB	SPONSOR ADR B	46298204	493,

ASTRA AB	SPONSOR ADR A	46298105	4,082,
AT HOME CORP	COM SER A	45919107	693,
AT HOME CORP	COM SER A	45919107	3,622,
AT HOME CORP	COM SER A	45919107	94,

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	ITEM 6 INVESTMENT DISCRETION			ITEM 7	VOTIN
NAME OF ISSUER	(A) SOLE	(B) SHARED	(C) OTHER	MANAGERS	(A) SOLE (B)
-----					
AASCHE TRANSN SVCS INC		90,343		1	90,343
ADVANCED TECHNICAL PRODS INC		32,050		1	32,050
AIRTOUCH COMMUNICATIONS INC		70,000			70,000
ALIAANT COMMUNICATIONS INC		50,000			50,000
ALZA CORP DEL		7,900		1	7,900
ALZA CORP DEL		198,000		2	198,000
ALZA CORP DEL		8,000			8,000
ALZA CORP DEL		58,000			58,000
ALZA CORP DEL		3,100			3,100
AMAZON COM INC		13,000			13,000
AMBASSADORS INTL INC		30,900		1	30,900
AMBASSADORS INTL INC		294		1	294
AMBASSADORS INTL INC		77,000			77,000
AMERICAN STORES CO NEW		225,000			225,000
AMERIGON INC		112,715		1	112,715
AMERUS LIFE HLDGS INC		13,000		1	13,000
AMERUS LIFE HLDGS INC		17,500		1	17,500
AMGEN INC		10,000		1	10,000
AMGEN INC		42,000			42,000
AMP INC		101,000			101,000
APACHE MED SYS INC		104,014		1	104,014
APACHE MED SYS INC		235,393		1	235,393
APPLIED IMAGING CORP		196,702		1	196,702
APPLIED IMAGING CORP		10,000		1	10,000
APPLIED IMAGING CORP		95,000		1	95,000
APPLIED IMAGING CORP		35,798			35,798
APRIA HEALTHCARE GROUP INC		109,000		1	109,000
ARCHER DANIELS MIDLAND CO		806,209		1	806,209
ASCEND COMMUNICATIONS INC		145,000			145,000
ASTRA AB		22,000			22,000
ASTRA AB		178,000			178,000
AT HOME CORP		4,400		1	4,400
AT HOME CORP		23,000			23,000
AT HOME CORP		600			600

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ITEM 1	ITEM 2	ITEM 3	ITEM 4	
NAME OF ISSUER	CLASS	CUSIP NUMBER	FAIR MARKET VALUE	POSITION
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AT&T CORP	COM LIB GRP A	1957208	103,135	1,960
AT&T CORP	COM LIB GRP B	1957307	477,139	8,877
AT&T CORP	COM LIB GRP B	1957307	2,236,000	41,600
AT&T CORP	COM	1957109	21,622,188	270,914
AT&T CORP	COM LIB GRP A	1957208	34,183,057	649,621
AT&T CORP	COM	1957109	2,293,079	28,731

AT&T CORP	COM LIB GRP A	1957208	3,370,153	64,047
AVANT IMMUNOTHERAPEUTICS INC	COM	53491106	84,973	54,400
AVANT IMMUNOTHERAPEUTICS INC	COM	53491106	469,425	300,528
BALLARD MED PRODS	COM	58566100	9,750,000	400,000
BANKERS TR CORP	COM	66365107	5,736,250	65,000
BATTERIES BATTERIES INC	COM	71326102	87,357	63,532
BAYOU STL CORP LA PLACE	CL A	73051104	1,618,838	518,028
BERKSHIRE HATHAWAY INC DEL	CL B	84670207	3,879,150	1,650
BERKSHIRE HATHAWAY INC DEL	CL B	84670207	5,407,300	2,300
BERKSHIRE HATHAWAY INC DEL	CL B	84670207	150,464	64
BERKSHIRE HATHAWAY INC DEL	CL A	84670108	0	76
BERKSHIRE HATHAWAY INC DEL	CL A	84670108	0	12
BHA GROUP HLDGS INC	COM	55446108	1,214,538	133,100
BOEING CO	COM	97023105	465,800	13,700
BOEING CO	COM	97023105	7,697,600	226,400
BOEING CO	COM	97023105	741,200	21,800
BOEING CO	COM	97023105	2,427,600	71,400
BOEING CO	COM	97023105	57,800	1,700
BROADWAY STORES INC	WT EXP 100899	111572111	3,331	42,700
BROWNING FERRIS INDS	COM	115885105	1,928,100	50,000
BRYLANE INC	COM	117661108	7,275,000	300,000
CADIZ INC	COM	127537108	1,600,000	200,000
CADIZ INC	COM	127537108	2,229,920	278,740
CADIZ INC	COM	127537108	219,432	27,429
CADIZ INC	COM	127537108	360,000	45,000
CADIZ INC	COM	127537108	1,600,000	200,000
CALIFORNIA COASTAL CMNTYS INC	COM	129915104	169,000	26,000

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NAME OF ISSUER	ITEM 6 INVESTMENT DISCRETION			ITEM 7		V
	A) SOLE	(B) SHARED	(C) OTHER	MANAGERS	(A) SOLE	
AT&T CORP		1,960		1	1,960	
AT&T CORP		8,877		1	8,877	
AT&T CORP		41,600		1	41,600	
AT&T CORP		270,914		2	270,914	
AT&T CORP		649,621		2	649,621	
AT&T CORP		28,731			28,731	
AT&T CORP		64,047			64,047	
AVANT IMMUNOTHERAPEUTICS INC		54,400		1	54,400	
AVANT IMMUNOTHERAPEUTICS INC		300,528		1	300,528	
BALLARD MED PRODS		400,000			400,000	
BANKERS TR CORP		65,000			65,000	
BATTERIES BATTERIES INC		63,532		1	63,532	
BAYOU STL CORP LA PLACE		518,028			518,028	
BERKSHIRE HATHAWAY INC DEL		1,650		1	1,650	
BERKSHIRE HATHAWAY INC DEL		2,300			2,300	
BERKSHIRE HATHAWAY INC DEL		64			64	
BERKSHIRE HATHAWAY INC DEL		76		2	76	
BERKSHIRE HATHAWAY INC DEL		12			12	
BHA GROUP HLDGS INC		33,100		1	133,100	
BOEING CO		13,700		1	13,700	
BOEING CO		226,400		2	226,400	
BOEING CO		21,800			21,800	
BOEING CO		71,400			71,400	
BOEING CO		1,700			1,700	
BROADWAY STORES INC		42,700		1	42,700	

BROWNING FERRIS INDS	50,000		50,000
BRYLANE INC	300,000		300,000
CADIZ INC	200,000	1	200,000
CADIZ INC	278,740	1	278,740
CADIZ INC	27,429	1	27,429
CADIZ INC	45,000	1	45,000
CADIZ INC	200,000	1	200,000
CALIFORNIA COASTAL CMNTYS INC	26,000	1	26,000

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ITEM 1 NAME OF ISSUER	ITEM 2 CLASS	ITEM 3 CUSIP NUMBER	ITEM 4 FAIR MARKET VALUE	
CAPITAL ONE FINL CORP	COM	14040H105	22,574,500	1
CAPITAL ONE FINL CORP	COM	14040H105	2,400,900	
CENTENNIAL HEALTHCARE CORP	COM	150937100	1,109,375	1
CENTOCOR INC	COM	152342101	469,100	
CENTOCOR INC	COM	152342101	6,907,219	1
CENTOCOR INC	COM	152342101	642,704	
CENTOCOR INC	COM	152342101	2,042,616	
CENTOCOR INC	COM	152342101	51,712	
CHAPARRAL RES INC	COM PAR \$0.10	159420207	1,200,895	3,2
CISCO SYS INC	COM	17275R102	20,214,189	1
CISCO SYS INC	COM	17275R102	2,355,583	
CITIGROUP INC	COM	172967101	1,053,938	
CITIGROUP INC	COM	172967101	13,362,650	2
CITIGROUP INC	COM	172967101	1,162,525	
CITIGROUP INC	COM	172967101	6,860,175	1
CITIGROUP INC	COM	172967101	236,338	
COCA COLA CO	COM	191216100	144,103,590	2,3
COCA COLA CO	COM	191216100	9,144,875	1
COCA COLA CO	COM	191216100	1,288,875	
COCA COLA ENTERPRISES INC	COM	191219104	132,597,850	4,3
COCA COLA ENTERPRISES INC	COM	191219104	9,075,000	3
COCA COLA ENTERPRISES INC	COM	191219104	1,361,250	
COLLEGE TELEVISION NETWORK INC	COM	194506101	8,388	
COLLEGE TELEVISION NETWORK INC	COM	194506101	1,137,500	3
COLLEGE TELEVISION NETWORK INC	COM	194506101	1,033,178	3
COLTEC INDS INC	COM	196879100	1,696,847	
COMCAST CORP	CL A SPL	200300200	3,775,800	
CONCEPTS DIRECT INC	COM	206013104	525,400	
CONCEPTS DIRECT INC	COM	206013104	633,625	
CYPRESS BIOSCIENCES INC	WT EXP 100101	232674127	35,553	
CYPRESS BIOSCIENCES INC	COM	232674101	578,684	1
CYPRESS BIOSCIENCES INC	COM	232674101	8,159,151	2,1
CYPRESS BIOSCIENCES INC	COM	232674101	10,306,528	2,7

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NAME OF ISSUER	(A) SOLE	(B) SHARED	(C) OTHER	MANAGERS	(A) SOLE	V
INVESTMENT DISCRETION						

CAPITAL ONE FINL CORP	149,500	2	149,500
CAPITAL ONE FINL CORP	15,900		15,900
CENTENNIAL HEALTHCARE CORP	125,000		125,000
CENTOCOR INC	12,700	1	12,700
CENTOCOR INC	187,000	2	187,000
CENTOCOR INC	17,400		17,400
CENTOCOR INC	55,300		55,300
CENTOCOR INC	1,400		1,400
CHAPARRAL RES INC	3,202,387	1	3,202,387
CISCO SYS INC	184,500	2	184,500
CISCO SYS INC	21,500		21,500
CITIGROUP INC	16,500	1	16,500
CITIGROUP INC	209,200	2	209,200
CITIGROUP INC	18,200		18,200
CITIGROUP INC	107,400		107,400
CITIGROUP INC	3,700		3,700
COCA COLA CO	2,347,920	1	2,347,920
COCA COLA CO	149,000	2	149,000
COCA COLA CO	21,000		21,000
COCA COLA ENTERPRISES INC	4,383,400	1	4,383,400
COCA COLA ENTERPRISES INC	300,000	2	300,000
COCA COLA ENTERPRISES INC	45,000		45,000
COLLEGE TELEVISION NETWORK INC	2,581	1	2,581
COLLEGE TELEVISION NETWORK INC	350,000	1	350,000
COLLEGE TELEVISION NETWORK INC	317,901	1	317,901
COLTEC INDS INC	93,300		93,300
COMCAST CORP	60,000		60,000
CONCEPTS DIRECT INC	56,800	1	56,800
CONCEPTS DIRECT INC	68,500		68,500
CYPRESS BIOSCIENCES INC	21,946	1	21,946
CYPRESS BIOSCIENCES INC	155,602	1	155,602
CYPRESS BIOSCIENCES INC	193,910	1	2,193,910
CYPRESS BIOSCIENCES INC	2,771,317	1	2,771,317

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ITEM 1

ITEM 2

ITEM 3

ITEM 4

NAME OF ISSUER

CLASS

CUSIP  
NUMBER

FAIR MARKET  
VALUE

DATAWARE TECHNOLOGIES INC	COM	237920103	100,000
DAYTON HUDSON CORP	COM	239753106	699,563
DAYTON HUDSON CORP	COM	239753106	3,744,325
DAYTON HUDSON CORP	COM	239753106	86,613
DELTA & PINE LD CO	COM	247357106	2,767,500
DIGITAL GENERATION SYS INC	COM	253921100	218,750
DISC GRAPHICS INC	WT A EX 110999	254590110	53,848
DISC GRAPHICS INC	COM	254590102	1,307,885
ECHOSTAR COMMUNICATIONS NEW	CL A	278762109	755,684
ELECTROGLAS INC	COM	285324109	534,313
ENCORE MED CORP	WT EXP 030803	29256E117	22,488
ENERGY CONVERSION DEVICES INC	COM	292659109	360,750
ENRON CORP	COM	293561106	4,818,750
ENVIROGEN INC	COM NEW	294040308	0
ENVOY CORP NEW	COM	293982104	1,115,625
EXCALIBUR TECHNOLOGIES CORP	COM NEW	300651205	37,958,773
EXCALIBUR TECHNOLOGIES CORP	COM NEW	300651205	626,976
EXCALIBUR TECHNOLOGIES CORP	COM NEW	300651205	729,343
EXCALIBUR TECHNOLOGIES CORP	COM NEW	300651205	6,531,000
EXCALIBUR TECHNOLOGIES CORP	COM NEW	300651205	849,030

2

EXCALIBUR TECHNOLOGIES CORP	COM NEW	300651205	175,494
EXCITE INC	COM	300904109	6,718,600
FIRST AMERN FINL CORP	COM	318522307	9,945,748
FIRST AMERN FINL CORP	COM	318522307	675,963
FIRST SOUTH AFRICA CORP LTD	WT B EX 012401	G34874126	15,983
GIGA INFORMATION GROUP INC	COM	37517M109	516,665
GILLETTE CO	COM	375766102	10,460,912
GILLETTE CO	COM	375766102	1,426,488
GOTHIC ENERGY CORP	WT EXP 013001	383482122	2,403
GREENPOINT FINL CORP	COM	395384100	6,536,475
GREENPOINT FINL CORP	COM	395384100	903,500
GREY ADVERTISING INC	COM	397838103	1,041,000
GUCCI GROUP N V	COM NY REG	401566104	805,000

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NAME OF ISSUER	ITEM 6 INVESTMENT DISCRETION			ITEM 7 MANAGERS	(A)
	(A) SOLE	(B) SHARED	(C) OTHER		
DATAWARE TECHNOLOGIES INC		40,000		1	
DAYTON HUDSON CORP		10,500		1	
DAYTON HUDSON CORP		56,200			
DAYTON HUDSON CORP		1,300			
DELTA & PINE LD CO		90,000			
DIGITAL GENERATION SYS INC		50,000			
DISC GRAPHICS INC		145,535		1	1
DISC GRAPHICS INC		264,915		1	2
ECHOSTAR COMMUNICATIONS NEW		9,258		1	
ELECTROGLAS INC		41,500			
ENCORE MED CORP		36,271		1	
ENERGY CONVERSION DEVICES INC		39,000		1	
ENRON CORP		75,000			
ENVIROGEN INC		146,460		1	1
ENVOY CORP NEW		25,000			
EXCALIBUR TECHNOLOGIES CORP		2,906,046		1	2,9
EXCALIBUR TECHNOLOGIES CORP		48,000		1	
EXCALIBUR TECHNOLOGIES CORP		55,837		1	
EXCALIBUR TECHNOLOGIES CORP		500,000		1	5
EXCALIBUR TECHNOLOGIES CORP		65,000		1	
EXCALIBUR TECHNOLOGIES CORP	28,652				
EXCITE INC		47,990			
FIRST AMERN FINL CORP		629,000		2	6
FIRST AMERN FINL CORP		42,750			
FIRST SOUTH AFRICA CORP LTD		133,190		1	1
GIGA INFORMATION GROUP INC		133,333		1	1
GILLETTE CO		176,000		2	1
GILLETTE CO		24,000			
GOTHIC ENERGY CORP		80,115		1	
GREENPOINT FINL CORP		188,100		2	1
GREENPOINT FINL CORP		26,000			
GREY ADVERTISING INC		3,000			
GUCCI GROUP N V		10,000			

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ITEM 1	ITEM 2	ITEM	ITEM 4	I
NAME OF ISSUER	CLASS	CUSIP NUMBER	FAIR MARKET VALUE	POSITION
HEARST-ARGYLE TELEVISION INC	COM	422317107	1,089,829	44,257
HERLEY INDS INC DEL	WT EXP 121305	427398110	1,062	900
HERLEY INDS INC DEL	WT EXP 010500	427398128	58,577	20,410
HOLLYWOOD ENTMT CORP	COM	436141105	2,222,354	119,321
HYTEK MICROSYSTEMS INC	COM	449180108	517,320	360,000
IBIS TECHNOLOGY CORP	COM	450909106	116,071	6,109
IBIS TECHNOLOGY CORP	COM	450909106	1,900,000	100,000
IBIS TECHNOLOGY CORP	COM	450909106	152,000	8,000
INFONAUTICS CORP	CL A	456662105	42,842	11,056
INTEGRATED TECHNOLOGY USA INC	WT EXP 100101	45813T116	15,000	100,000
INTEL CORP	COM	458140100	29,267,025	246,200
INTEL CORP	COM	458140100	2,829,225	23,800
INTEL CORP	COM	458140100	3,328,500	28,000
INTERIORS INC	WT WB EX062200	458688124	204	5,100
INTERIORS INC	PFD A CV 10%	458688207	312,189	50,516
INTERIORS INC	WT WC 091800	458688132	4,044	13,045
INTRENET INC	COM	461190100	1,022,605	282,098
INTRENET INC	COM	461190100	7,114,226	1,962,545
INTRENET INC	COM	461190100	847,061	233,672
IRWIN NATURALS/4HEALTH INC	COM	464142108	481,180	140,000
IRWIN NATURALS/4HEALTH INC	COM	464142108	28,757	8,367
I-STAT CORP	COM	450312103	9,250	1,000
I-STAT CORP	COM	450312103	111,000	12,000
I-STAT CORP	COM	450312103	11,100	1,200
JOURNAL REGISTER CO	COM	481138105	600,000	50,000
KOREA ELECTRIC PWR	SPONSORED ADR	500631106	5,074,800	400,000
KRUG INTL CORP	COM	501067102	394,800	263,200
KTI INC	COM NEW	482689205	412,480	40,000
LEARNING CO INC	COM	522008101	4,350,000	150,000
LEVEL ONE COMMUNICATIONS INC	COM	527295109	2,795,938	57,500
LIGHTPATH TECHNOLOGIES INC	WT A EX 022201	532257110	26,400	26,400
LIGHTPATH TECHNOLOGIES INC	CL A	532257102	12,900	4,300
LINCOLN SNACKS CO	COM	534744107	15,295	14,402
LONG BEACH FINL CORP	COM	542446109	385,000	40,000

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	ITEM 6	ITEM 7
	INVESTMENT DISCRETION	
NAME OF ISSUER	(A) SOLE	(A)
HEARST-ARGYLE TELEVISION INC	44,257	44
HERLEY INDS INC DEL	900	1
HERLEY INDS INC DEL	20,410	1
HOLLYWOOD ENTMT CORP	119,321	1
HYTEK MICROSYSTEMS INC	360,000	1
IBIS TECHNOLOGY CORP	6,109	1
IBIS TECHNOLOGY CORP	100,000	1
IBIS TECHNOLOGY CORP	8,000	1
INFONAUTICS CORP	11,056	1
INTEGRATED TECHNOLOGY USA INC	100,000	1
INTEL CORP	246,200	2
INTEL CORP	23,800	23

INTEL CORP	28,000		28
INTERIORS INC	5,100	1	5
INTERIORS INC	50,516	1	50
INTERIORS INC	13,045	1	13
INTRENET INC	282,098	1	282
INTRENET INC	1,962,545		1,962
INTRENET INC	233,672		233
IRWIN NATURALS/4HEALTH INC	140,000	1	140
IRWIN NATURALS/4HEALTH INC	8,367	1	8
I-STAT CORP	1,000	1	1
I-STAT CORP	12,000	1	12
I-STAT CORP	1,200	1	1
JOURNAL REGISTER CO	50,000		50
KOREA ELECTRIC PWR	400,000	1	400
KRUG INTL CORP	263,200	1	263
KTI INC	40,000		40
LEARNING CO INC	150,000		150
LEVEL ONE COMMUNICATIONS INC	57,500		57
LIGHTPATH TECHNOLOGIES INC	26,400	1	26
LIGHTPATH TECHNOLOGIES INC	4,300	1	4
LINCOLN SNACKS CO	14,402	1	14
LONG BEACH FINL CORP	40,000	1	40

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ITEM 1	ITEM 2	ITEM 3	ITEM 4
NAME OF ISSUER	CLASS	CUSIP NUMBER	FAIR MARKET VALUE
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LUCENT TECHNOLOGIES INC	COM	549463107	756,0
LUCENT TECHNOLOGIES INC	COM	549463107	2,592,0
MCDONALDS CORP	COM	580135101	6,887,4
MCDONALDS CORP	COM	580135101	1,268,7
MCI WORLDCOM INC	COM	55268B106	1,151,3
MCI WORLDCOM INC	COM	55268B106	3,808,1
MDC COMMUNICATION CORP	CL A SUBVTGNEW	55267W309	450,0
MDC COMMUNICATION CORP	CL A SUBVTGNEW	55267W309	25,2
MICROSOFT CORP	COM	594918104	8,962,5
MICROSOFT CORP	COM	594918104	985,8
MILLER INDS INC TENN	COM	600551105	2,491,3
MILLER INDS INC TENN	COM	600551105	61,7
MILLER INDS INC TENN	COM	600551105	973,7
NEW DIMENSION SOFTWARE LTD	ORD	M74295102	2,002,3
NIKE INC	CL B	654106103	1,961,3
NIKE INC	CL B	654106103	6,691,6
NIKE INC	CL B	654106103	346,1
NOKIA CORP	SPONSORED ADR	654902204	26,789,0
NOKIA CORP	SPONSORED ADR	654902204	2,523,1
NOVELL INC	COM	670006105	1,385,2
NOVELL INC	COM	670006105	7,556,1
NOVELL INC	COM	670006105	201,4
NTL INC	COM	629407107	952,0
NTL INC	COM	629407107	4,361,7
NTL INC	COM	629407107	122,0
OMNIPOINT CORP	COM	68212D102	17,466,8
OMNIPOINT CORP	COM	68212D102	2,096,1
ONYX ACCEP CORP	COM	682914106	505,3
OXFORD HEALTH PLANS INC	COM	691471106	625,0
OXFORD HEALTH PLANS INC	COM	691471106	3,320,3
OXFORD HEALTH PLANS INC	COM	691471106	78,1
PAGING PARTNERS CORP	COM	69554P109	696,4
PANAMERICAN BEVERAGES INC	CL A	P74823108	439,0
PATHWAYS GROUP INC	COM	70321D106	650,0



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PHARMERICA INC	COM	717135107	750,000	150,000
PHAR-MOR INC	WT EXP 091002	717113112	69,889	69,889
PROVIDIAN FINL CORP	COM	74406A102	3,465,000	31,500
RAMBUS INC DEL	COM	750917106	547,188	8,500
RAMBUS INC DEL	COM	750917106	2,729,500	42,400
RAMBUS INC DEL	COM	750917106	70,813	1,100
REGENERON PHARMACEUTICALS	COM	75886F107	1,325,000	200,000
SMITH CORONA CORP	COM NEW	831858204	14,187	16,809
SOLECTRON CORP	COM	834182107	514,757	10,600
SOLECTRON CORP	COM	834182107	2,865,158	59,000
SOLECTRON CORP	COM	834182107	67,987	1,400
SSE TELECOM INC	COM	784652109	64,021	51,217
SSE TELECOM INC	COM	784652109	11,283	9,026
STARBASE CORP	COM NEW	854910205	92,785	55,000
STARTEK INC	COM	85569C107	105,620	10,000
STRATEGIC DISTR INC	COM	862701208	371,400	185,700
SUNDSTRAND CORP	COM	867323107	8,687,500	125,000
SUPERIOR SVCS INC	COM	868316100	1,451,506	73,264
SUPERIOR SVCS INC	COM	868316100	628,674	31,732
SWISS ARMY BRANDS INC	COM	870827102	953	100
SWISS ARMY BRANDS INC	COM	870827102	15,564	1,633
T J T INC	WT EXP 122200	872538111	10,354	345,123
TCI SATELLITE ENTMT INC	CL A	872298104	131,200	200,000
TCI SATELLITE ENTMT INC	CL A	872298104	57,880	88,231
TIME WARNER INC	COM	887315109	4,107,096	58,000
TODAYS MAN INC	WT EXP 123199	888910114	69,066	245,788

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ITEM 6  
INVESTMENT DISCRETION

ITEM 7

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NAME OF ISSUER	(A) SOLE	(B) SHARED	(C) OTHER	MANAGERS	(A) SOLE	(
PEOPLES BK BRIDGEPORT CONN		433,395		2	433,395	
PEOPLES BK BRIDGEPORT CONN		57,360			57,360	
PERKIN ELMER CORP		4,700		1	4,700	
PERKIN ELMER CORP		24,700			24,700	
PERKIN ELMER CORP		600			600	
PFIZER INC		104,000		2	104,000	
PFIZER INC		18,000			18,000	
PHARMERICA INC		150,000			150,000	
PHAR-MOR INC		69,889		1	69,889	
PROVIDIAN FINL CORP		31,500			31,500	
RAMBUS INC DEL		8,500		1	8,500	
RAMBUS INC DEL		42,400			42,400	
RAMBUS INC DEL		1,100			1,100	
REGENERON PHARMACEUTICALS		200,000		1	200,000	
SMITH CORONA CORP		16,809		1	16,809	
SOLECTRON CORP		10,600		1	10,600	
SOLECTRON CORP		59,000			59,000	
SOLECTRON CORP		1,400			1,400	
SSE TELECOM INC		51,217		1	51,217	
SSE TELECOM INC		9,026		1	9,026	
STARBASE CORP		55,000		1	55,000	
STARTEK INC		10,000		1	10,000	
STRATEGIC DISTR INC		185,700			185,700	
SUNDSTRAND CORP		125,000			125,000	
SUPERIOR SVCS INC		73,264		1	73,264	
SUPERIOR SVCS INC		31,732				
SWISS ARMY BRANDS INC		100		1	100	
SWISS ARMY BRANDS INC		1,633		1	1,633	
T J T INC		345,123		1	345,123	
TCI SATELLITE ENTMT INC		200,000		1	200,000	

TCI SATELLITE ENTMT INC	88,231	1	88,231
TIME WARNER INC	58,000		58,000
TODAYS MAN INC	245,788	1	245,788

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ITEM 1	ITEM 2	ITEM 3	ITEM 4	IT
NAME OF ISSUER	CLASS	CUSIP NUMBER	FAIR MARKET VALUE	POSITION
UNIGENE LABS INC	COM	904753100	190,893	197,000
UNIGENE LABS INC	COM	904753100	1,838	1,897
UNITED ASSET MGMT CORP	COM	909420101	25,767,522	1,138,896
UNITED STATES FILTER CORP NEW	COM NEW	911843209	4,134,375	135,000
USA NETWORKS INC	COM	902984103	58,910,740	1,645,000
USA NETWORKS INC	COM	902984103	15,614,032	436,000
USA NETWORKS INC	COM	902984103	1,360,856	38,000
USA NETWORKS INC	COM	902984103	2,721,712	76,000
USA NETWORKS INC	COM	902984103	533,114	16,094
VIACOM INC	CL A	925524100	2,499,360	30,000
VION PHARMACEUTICALS INC	WT A EX 081400	927624114	107,239	38,996
VION PHARMACEUTICALS INC	WT B EX 081400	927624122	24,965	29,720
VISX INC DEL	COM	92844S105	1,183,182	11,000
VISX INC DEL	COM	92844S105	129,074	1,200
WARNER CHILCOTT PLC	SPONSORED ADR	934435207	350,000	50,000
XYLAN CORP	COM	984151100	5,521,800	150,000
			1,064,084,379	

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	ITEM 6 INVESTMENT DISCRETION	ITEM 7	VOTING
NAME OF ISSUER	(A) SOLE (B) SHARED (C) OTHER	MANAGERS	(A) SOLE
UNIGENE LABS INC	197,000	1	197,000
UNIGENE LABS INC	1,897	1	1,897
UNITED ASSET MGMT CORP	1,138,896	1	1,138,896
UNITED STATES FILTER CORP NEW	135,000		135,000
USA NETWORKS INC	1,645,000	1	1,645,000
USA NETWORKS INC	436,000	2	436,000
USA NETWORKS INC	38,000		38,000
USA NETWORKS INC	76,000		76,000
USA NETWORKS INC	16,094		16,094
VIACOM INC	30,000		30,000
VION PHARMACEUTICALS INC	38,996	1	38,996
VION PHARMACEUTICALS INC	29,720	1	29,720
VISX INC DEL	11,000	1	11,000
VISX INC DEL	1,200		1,200
WARNER CHILCOTT PLC	50,000	1	50,000
XYLAN CORP	150,000		150,000

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# **EXHIBIT 28**

## CSTV: College Sports Television reaches Distribution Agreement With Comcast

### Agreement Includes VOD Distribution

July 29, 2004

**NEW YORK, July 29, 2004** - CSTV: College Sports Television ([www.collegesports.com](http://www.collegesports.com)), the fastest-growing independent cable network, and Comcast, the nation's leading cable and broadband provider, have reached an agreement permitting Comcast to make College Sports TV available to its customers in markets nationwide. Comcast also will be able to make College Sports TV programming available via video-on-demand.



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With the Comcast agreement, College Sports TV has contracts with distributors that represent more than 52 million homes nationwide, including deals with the top three national distributors. The network currently has distribution agreements with Time Warner Cable, Adelphia and Direct TV.

"Our innovative mix of original, event and studio programming has made CSTV the number one destination for college sports fans across all platforms," said Brian Bedol, President and CEO, CSTV. "We will work closely with Comcast systems to create customized opportunities, taking advantage of our unique relationships with hundreds of local colleges and universities nationwide, and our growing roster of sponsors and advertisers."

According to a Beta Research Study, whose results were released earlier this year, College Sports TV ranked #1 overall in interest among all operators surveyed about adding emerging and mid-sized networks in 2004. College Sports TV is already available via cable in markets such as Los Angeles, Detroit, Houston, Cleveland, South Florida, Milwaukee, Minneapolis/St. Paul, San Diego, Kansas City and Indianapolis.

CSTV is comprised of two primary business units: College Sports TV and CollegeSports.com. College Sports TV televises regular season and championship event coverage from every major collegiate athletic conference, in addition to nine NCAA Championships. The network also has a programming and marketing agreement with the U.S. Olympic Committee. CollegeSports.com, the most-trafficked college sports Web site, and its network of nearly 160 official athletic sites for top colleges, universities and athletic associations, are the number one online source for college sports news, information, scores and analysis.

College Sports Television was co-founded by President/CEO Brian Bedol, Chairman Stephen Greenberg and Executive Vice President Chris Bevilacqua. Bedol and Greenberg co-founded Classic Sports Network, which they sold to ESPN. It is now ESPN Classic. Bevilacqua is a former senior executive with Nike Inc., where he headed the company's successful foray into the college market.

1 of 1 DOCUMENT

Copyright 2004 Philadelphia Inquirer  
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Philadelphia Inquirer

July 30, 2004 Friday CITY-D EDITION

**SECTION:** SPORTS; Pg. C02

**LENGTH:** 251 words

**HEADLINE:** Comcast plans to add college sports channel

**BYLINE:** By Don Steinberg; Inquirer Staff Writer

**BODY:**

Comcast has agreed to carry CSTV - College Sports Television - on all of its cable systems. CSTV is a 24-hour channel that shows college football, basketball and other sports from field hockey to ultimate frisbee. Its fall football schedule includes Penn, Princeton, Lehigh, Rutgers and Maryland games.

The deal calls for CSTV to appear on most Comcast systems on Sept. 1, but Comcast said the start date in the Philadelphia area has not been determined yet.

The channel has been on DirecTV satellite and cable carriers Time Warner and Adelphia. It hadn't been available to Comcast's roughly 21 million subscribers, though CSTV will be only on digital cable in many Comcast areas. The deal also permits Comcast to make CSTV content available on its video-on-demand service.

CSTV's president Brian Bedol and chairman Stephen Greenberg in 1995 founded Classic Sports Network, buying rights to classic boxing matches and major-league sports games. In 1997, ESPN bought that channel for \$185 million and turned it into ESPN Classic.

There have been rumors that ESPN is looking to start a college sports channel. Comcast also has been expanding its regional sports programming and investing in networks like the Golf Channel and the Outdoor Life Network.

CSTV might be a prime acquisition target for ESPN or Comcast. But for now, being acquired "is not in the plan," Bedol said. "We're very happily independent."

Contact staff writer Don Steinberg at 215-854-4981 or [dsteinberg@phillynews.com](mailto:dsteinberg@phillynews.com)

**LOAD-DATE:** July 30, 2004

# **EXHIBIT 29**



## about us

### Founders Bios

#### **STEPHEN D. GREENBERG — Chairman and Co-Founder**

In addition to serving as CSTV's Chairman, Steve Greenberg has served as Managing Director at Allen & Company since January 2002. There, he focuses on the sports and media industries, as he has throughout his business career...

[more](#)



#### **BRIAN T. BEDOL — President, CEO and Co-Founder**

Prior to co-founding CSTV, Mr. Bedol was the creator, co-founder and chief executive officer of Classic Sports Network. The channel, which launched to critical and popular acclaim in May 1995, is considered one of the cable industry's greatest against-the-odds success stories...

[more](#)

#### **CHRIS BEVILACQUA — Co-Founder & Executive Vice President**

In 1999, Chris Bevilacqua approached his current partners and co-founders, Brian Bedol and Steve Greenberg, with an idea for a network featuring all college sports all the time and CSTV was born. Prior to co-founding CSTV, Chris served as the Director, Global Negotiations and League Affairs at Nike, Inc...

[more](#)

#### **STEPHEN D. GREENBERG — Chairman and Co-Founder**

In addition to serving as CSTV's Chairman, Steve Greenberg has served as Managing Director at Allen & Company since January 2002. There, he focuses on the sports and media industries, as he has throughout his business career. Before joining Allen & Company, Mr. Greenberg was the co-founder and Chairman of Fusient Media Ventures, a New York-based sports and media company.

Prior to starting Fusient, Mr. Greenberg and his business partner Brian Bedol co-founded Classic Sports Network in 1993. Backed initially by Allen & Company and other private investors, Classic Sports was one of the few successful independently owned new cable networks launched in the 1990's. The network featured 'classic' sporting events licensed from virtually all of the major sports organizations in America. Soon after its launch in 1994, the network began to attract the attention of sports fans, national advertisers and other media companies. In 1997, Messrs. Greenberg and Bedol sold Classic Sports Network to ESPN. Mr. Greenberg stayed on at ESPN until the end of 1998, during which time he helped to oversee the smooth transition of Classic Sports into the ESPN portfolio of networks.

Drawing on his love for baseball and his extensive legal and business experience, Mr. Greenberg previously served as the Deputy Commissioner and Chief Operating Officer of Major League Baseball under Commissioner Fay Vincent from 1990 until 1993. At MLB, Mr. Greenberg oversaw the day-to-day operations of the Commissioner's office, including Broadcasting, Finance, Legal, Baseball Operations, Special Events and the League's lucrative properties licensing operation.

Prior to MLB, Mr. Greenberg practiced law from 1977 through the end of 1989 with the Los Angeles firm of Manatt, Phelps & Phillips where he specialized in Sports and General Business Law and served as the firm's managing partner in 1987 and 1988.

The son of baseball legend Hank Greenberg, Steve has always shared his father's love for the sport. He played first base and was captain of the baseball team during his undergraduate years at Yale University. After college, he was drafted by the Washington Senators and spent five years playing for minor league affiliates of the Senators (who later became the Texas Rangers). Subsequently, he enrolled at UCLA Law School where he earned his J.D. degree in 1977.

Mr. Greenberg currently serves on the Board of Directors of The Topps Company (Nasdaq – TOPP) and Convera Corporation (Nasdaq – CNVR). In addition, he is the Chairman of the Board of Global Education Network, an on-line education company.

#### **BRIAN T. BEDOL — President, CEO and Co-Founder**

Prior to co-founding CSTV, Mr. Bedol was the creator, co-founder and chief executive officer of Classic Sports Network, now known as ESPN Classic. Classic Sports Network, a cable channel launched to critical and popular acclaim in May 1995, is considered one of the cable industry's greatest against-the-odds success stories. It was sold to the ESPN division of the Walt Disney Company in October 1997.

Prior to creating Classic Sports Network, Mr. Bedol served as senior vice president of Time Warner Enterprises where he was involved in the launch and supervision of several of Time Warner's entrepreneurial business units, including Quincy Jones Entertainment, Court TV and Six Flags Theme Parks. Mr. Bedol's responsibilities included the oversight of Six Flags' creative and marketing operations, and he sat on the company's board of directors. During his tenure, Six Flags set all-time attendance, revenue, and profit records.

Mr. Bedol began his career in 1980 as a writer of television advertising on the national McDonald's Corporation account for Needham, Harper, and Steers Advertising in Chicago (now DDB Needham). He left there to join Warner Amex Satellite Entertainment as a writer and producer as the company prepared to launch MTV: Music Television. At Warner Amex, Bedol also supervised on-air promotion for The Movie Channel and helped develop the business plan for Nick-at-Nite.

A native of Cleveland, Ohio, Mr. Bedol holds a B.S. degree from Boston University's College of Communications and a M.B.A. from Harvard University.

### **CHRIS BEVILACQUA — Co-Founder & Executive Vice President**

In 1999, Chris Bevilacqua approached his current partners and co-founders, Brian Bedol and Steve Greenberg, with an idea for a network featuring all college sports all the time, and CSTV was born.

Prior to co-founding CSTV, Chris served as the Director, Global Negotiations and League Affairs at Nike, Inc. While at Nike he negotiated sponsorship, television and licensing partnerships with professional league offices (NFL, NBA, NHL, MLB, MLS, WNBA, etc), professional teams (Dallas Cowboys, Oakland Raiders, Boston Celtics, Detroit Red Wings, etc.), NCAA Division 1 Universities (Florida, Penn St, Kentucky, St. John's, etc), individual athletes (Deion Sanders, Ken Griffey Jr., Chamique Holdsclaw, etc), International governing bodies (USSF, IIHF, USATF, etc) and Nike owned TV events (Brazil Soccer – ABC/ESPN, Hoop Summit & Prefontaine Classic – CBS Sports, etc). The deals totaled over \$1 billion in commitments and included the landmark deal to put the ubiquitous 'swoosh' insignia on all Dallas Cowboy uniforms.

Previous to his time at Nike, Mr. Bevilacqua served as Director, Corporate Sponsorships for The Baseball Network ('TBN'), a revolutionary and groundbreaking joint venture between Major League Baseball ('MLB'), NBC and ABC television networks. At TBN, Chris helped develop and successfully launch the networks sales and marketing department and secured sponsors and advertisers such as Anheuser Busch, General Motors, MCI, Nike, Reebok, Texaco and Gatorade, among others.

Prior to MLB, Chris was a Manager of Sports Programming for NBC Sports where he worked on several high profile program acquisitions including the NFL, MLB, NBA, Olympics and college sports. Before joining NBC Sports Chris was an independent sports TV producer from where he was honored with an Emmy Award for his work as an Associate Producer of the 1988 Olympic Games in Seoul, South Korea.

A native of Massapequa, NY, Chris holds a B.S. in marketing from The Pennsylvania State University. Chris was an NCAA All-American wrestler and team captain for the Nittany Lions and also captured a gold medal at the 1983 World Espoir Wrestling Championships.



## **JPMORGAN PARTNERS INVESTS \$25 MILLION IN CSTV**

**NEW YORK, August 11, 2004** – College Sports Television ([www.collegesports.com](http://www.collegesports.com)) announced today that it completed a Series C equity round and secured a \$25 million investment from JPMorgan Partners (JPMP), the private equity arm of JPMorgan Chase & Co. The New York City Investment Fund, along with several existing CSTV investors, has contributed an additional \$12 million to the round. CSTV investors include Constellation Ventures, Allen & Co. and The Coca-Cola Company.

CSTV is comprised of two business units: College Sports TV and CollegeSports.com. College Sports TV televises regular season and championship event coverage from every major collegiate athletic conference, in addition to nine NCAA Championships. The network's innovative mix of event, studio and documentary programming cover and promote college sports from more perspectives than any other network. CollegeSports.com, the most-trafficked college sports Web site, and its network of nearly 160 official athletic sites are the number one online source for college sports broadband content, news, information, scores and analysis.

"We look forward to helping the CSTV management team grow their premier college sports platform," Michael Hannon, Partner of JPMorgan Partners, said. "CSTV has emerged as a leader in college sports, growing from a single channel into a broadband multi-media platform to distribute college sports content."

"JPMorgan Partners' investment validates our strategy to build a business that connects fans with college sports using new and traditional technologies," said Brian Bedol, President and CEO, CSTV. "We are excited about the opportunity to partner with JPMorgan Partners, an experienced media investor and a firm with a truly global franchise."

"We are thrilled to be the on-air and online home for college sports and college sports fans coast-to-coast," added Bedol. "Emerging platforms such as broadband, video-on-demand and telephony also enable us to deliver tremendous value to our distribution, marketing and programming partners."

College Sports TV currently has agreements with distributors that represent more than 52 million homes nationwide, including the top three national distributors: Comcast, DirecTV and Time Warner Cable.

College Sports TV is available via cable in markets including Los Angeles, Detroit, Houston, Cleveland, South Florida, Milwaukee, Minneapolis/St. Paul, San Diego, Kansas City and Indianapolis. The network is expected to launch soon in Chicago, Baltimore, Philadelphia, San Francisco, Pittsburgh, Dallas, Seattle and Denver.

"CSTV, the only national sports network with headquarters in New York City, has created more than 100 jobs at its offices and studios at Manhattan's Chelsea Piers," said Kathryn S. Wylde, President and CEO of the Partnership for New York City, and its affiliate, the New York City Investment Fund, a private fund that invests in New York City entrepreneurial ventures. "We support CSTV's investment in New York City, and we applaud its promotion of amateur athletics at a time when the city seeks to host the 2012 Summer Olympics."

**The breadth and depth of CSTV's college sports coverage:**

- College Sports TV has televised more than 5,000 hours of original programming since launching last year, covering more than 30 men's and women's college sports
- College Sports TV programming covers more than 1,000 colleges and universities spanning all conferences and divisions
- CollegeSports.com and its network of nearly 160 official athletic sites for colleges and athletic conferences and associations generate more than 8 million unique users and 220 million page views each month
- CollegeSports.com presents live video and audio of more than 4,500 college sports events a year
- CollegeSports.com's GameTracker feature provides live statistics and scores for more than 13,000 college sports events a year
- CollegeSports.com's constantly updated scores and headlines are available across a number of wireless platforms
- College Sports TV programming is available on mobile phones via MobiTV's live streaming television content service

**The college sports landscape:**

- College sports account for nearly \$11 billion in annual revenue, equivalent to the NFL, MLB and NBA combined
- The total estimated disposable income of college sports fans in 2003 was \$4.6 trillion
- More than 120 million people have graduated from or have attended college
- 91 million people attend NCAA sports events annually
- More than 70,000 college sports events are contested each year in Division I alone

College Sports Television was co-founded by President and CEO Brian Bedol, Chairman Steve Greenberg and Executive Vice President Chris Bevilacqua. Bedol and Greenberg co-founded Classic Sports Network, which they sold to ESPN. It is now ESPN Classic. Bevilacqua is a former senior executive with Nike Inc., where he headed the company's successful foray into the college market.

**About JPMorgan Partners:**

JPMorgan Partners (JPMP) is a global partnership with approximately \$15 billion in capital under management (as of June 30, 2004). It is a leading provider of private equity and has closed over 1,300 individual transactions since its inception in 1984. JPMP has approximately 120 investment professionals in nine principal offices throughout the world. JPMorgan Partners is the private equity arm of JPMorgan Chase & Co. (NYSE: JPM), one of the largest financial institutions in the United States. For additional information, please visit our website at [www.jpmpartners.com](http://www.jpmpartners.com).

**About The New York City Investment Fund:**

The New York City Investment Fund ([www.nycif.com](http://www.nycif.com)), an affiliate of the Partnership for New York City, the city's leading business organization, is the vision of Henry R. Kravis, founding partner of Kohlberg, Kravis, Roberts & Co., who serves as its Co-Chairman, along with Russell L. Carson, General Partner of Welsh, Carson, Anderson & Stowe. The Fund's goal is to mobilize the city's world financial and business leaders to help build a stronger and more diversified local economy. To that end, the Fund has built a network of top experts from the investment and corporate communities who help identify and support New York City's most promising entrepreneurs in both the for-profit and not-for-profit sectors.

###

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# **EXHIBIT 30**



## **INHD and CSTV: College Sports Television Announce Exclusive High-Definition Agreement**

NEW YORK, Sept. 8 /PRNewswire/ -- INHD, cable's most widely distributed all high-definition network, has teamed up with CSTV: College Sports Television, (<http://www.collegesports.com/>) to broadcast numerous top collegiate sports telecasts live, in high definition, starting with the Brigham Young at Stanford college football match-up Saturday, September 11, 2004 from Palo Alto, CA (10 p.m. ET/7 p.m. PT). The announcement was made by Senior Vice President of Programming of IN DEMAND Networks, David Asch and Co- Founder and Executive Vice President of CSTV, Chris Bevilacqua.

The agreement provides INHD the right to air the events in high definition, while CSTV will simultaneously carry the standard definition broadcasts. The co-produced telecasts will include regular season football, basketball, ice hockey, baseball, volleyball, soccer, water polo and swimming events, as well select conference tournaments and NCAA National Championships. Under the agreement, INHD has also acquired rights for encore presentations. This is the second consecutive year INHD will produce live college sports with CSTV.

The following INHD and CSTV co-produced telecasts will be a part of the 2004-2005 season:

\* 9/11 - (Football) BYU @ Stanford \* 10/8 - (Men's Ice Hockey) North Dakota @ Maine \* 11/12 - (Men's Ice Hockey) Yale @ Harvard \* 11/14 - (Soccer) Big Ten Men's Championship \* 11/19 - (Men's Basketball) 2004 Pete Newell Challenge: \* North Carolina vs. Santa Clara \* Stanford vs. San Francisco \* 11/20 - (Football) Rutgers @ Navy \* 12/5 - (Water Polo) NCAA Division I Men's Water Polo Championships

"Our relationship with CSTV helps us bring some of college's most exciting match-ups to the growing audience for high definition television," said Asch. "Presenting these matches in high definition gives college sports fans the best possible viewing experience available on television."

"High-definition telecasts enhance the intensity, energy and pageantry of college sports, making for a more compelling viewing experience for fans," said Bevilacqua. "Our partnership with IN DEMAND is consistent with CSTV's mission of using the latest technologies to connect college sports fans with college sports anytime, anywhere, anyplace. These telecasts will bring viewers closer than ever to the action."

CSTV is a multi-media company that consists of the first-ever 24-hour college sports television network, College Sports TV; the leading college sports online network, CollegeSports.com; and the first ever 24-hour college sports radio network, SIRIUS College Sports Radio. Through its numerous platforms, CSTV provides more live college sports games, events, news, information, analysis and broadband content, and reaches more college sports fans, than any other company.

College Sports TV, voted the #1 emerging cable network in the 2003 Beta research study, televises regular season and championship event coverage from over 35 men's and women's sports across every major collegiate athletic conference as well as many select NCAA Championships. CSTV and the Mountain West Conference recently announced a fully integrated multi-media partnership, beginning in Fall 2006 that will deliver more games to more people in more homes across more sports than any other Conference partnership. College Sports TV currently has agreements with the top three national distributors -- Comcast, DirecTV and Time Warner Cable, among others.

INHD and INHD2 comprise a suite of 24/7 high definition networks that features commercial-free programming, professional and college sports and general interest programming which maximize the high definition television experience. INHD provides superior images and sound and more native HD programming than any other network.

## INHD and CSTV: College Sports Television Announce Exclusive High-Definition Agreement

INHD is owned and operated by IN DEMAND Networks. Company shareholders are Comcast IN DEMAND Holdings, Inc., Cox Communications, Inc. and Time Warner Entertainment -- Advance/Newhouse Partnership. INHD and INHD2 are available on Adelphia, Bright House, Cablevision, Comcast, Cox, and Time Warner cable systems. Further information about INHD can be found on the Internet at <http://www.inhd.com/>.

Web site: <http://www.collegesports.com> <http://www.inhd.com>

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# **FORM 10-K**

**COMCAST CORP - CMCSA**

**Filed: February 23, 2005 (period: December 31, 2004)**

Annual report which provides a comprehensive overview of the company for the past year



Entity Name	Org State
1080 Sports, LLC	DE
ABB MOG-WM, Inc.	CO
ABB TV, LLC	DE
ABB TS Assets, LLC	DE
Alabama T.V. Cable, Inc.	AL
American Microwave & Communications, Inc.	MI
American Telementure of Minersville, Inc.	CO
Atlantic American Cablevision of Florida, LLC	FL
Atlantic American Cablevision, LLC	DE
Atlantic American Holdings, Inc.	FL
Atlantic Cablevision of Florida, Inc.	DE
Bay Area Interconnect	CA
Beatrice Cable TV Company	NE
Box Office Enterprises, Inc.	CT
Brigand Pictures, Inc.	DE
BroadNet Austria GmbH	Austria
BroadNet Belgium S.A.	Belgium
BroadNet Czech a.s.	Czech Republic
BroadNet Czech s.p.a.	Czech Republic
BroadNet Danmark ApS	Denmark
BroadNet Europe SPRL	Belgium
BroadNet France S.A.S.	France
BroadNet Hellas S.A.	Greece
BroadNet Holdings, B.V.	The Netherlands
BroadNet Italy S.p.A.	Italy
BroadNet Magyarország Kft	Hungary
BroadNet Norge A.S.	Norway
BroadNet Portugal, S.A.	Portugal
BroadNet Slovakia s.r.o.	Slovakia
BroadNet Suisse A.S.	Switzerland
BroadNet UK Ltd.	UK
Cable Accounting, Inc.	CO
Cable Enterprises, Inc.	DE
Cable Programming Ventures, LLC	DE
Cable Sports Southeast, LLC	DE
Cable Television Advertising Group, Inc.	WY
Cable Television of Gary, Inc.	IN
Cablevision Associates of Gary Joint Venture	IN
Cablevision Investment of Detroit, Inc.	MI

Cablevision of Arcadia/Sierra Madre, Inc.	DE
CATV Facility Co., Inc.	CO
CCNIFT, Inc.	CO
CCF Management Services, Inc.	DE
CCI Management Services, Inc.	CA
Children's Network, LLC	DE
CIC Development Corp.	DE
Classic Services, Inc.	DE
Clinton Cable TV Investors, Inc.	MI
Clinton TV Cable Company, LLC	IA
Coastal Cable TV, Inc.	CT
Colorado Terrace Tower II Corporation	CO
COM Indiana, LLC	DE
COM Indianapolis, LLC	DE
COM Inkster, Inc.	MI
COM MH, LLC	DE
COM South, LLC	DE
COM Sports Holding Company, Inc.	DE
COM Sports Ventures, Inc.	DE
Combined Conditional Access Development and Support, LLC	DE
Comcast 38GHz, Inc.	DE
Comcast ABB Business Services, Inc.	CO
Comcast ABB Cablevision V, Inc.	IA
Comcast ABB CSC Holdings, Inc.	DE
Comcast ABB CSC II, Inc.	DE
Comcast ABB HCI, LLC	IA
Comcast ABB Holdings I, Inc.	DE
Comcast ABB Holdings II, Inc.	DE
Comcast ABB LCI, Inc.	DE
Comcast ABB Management Corporation	CO
Comcast ABB Network Solutions, Inc.	CO
Comcast ABB NOC, LLC	DE
Comcast ABB Note Consolidation, Inc.	DE
Comcast ABB of Clinton	IA
Comcast ABB of Georgia II, LLC	GA
Comcast ABB of Kiowa, LLC	CO
Comcast ABB of Mississippi/Iowa, LLC	DE
Comcast ABB of Payette, Inc.	OR
Comcast ABB Optionee Payroll, LLC	DE
Comcast ABB Overseas Holdings I, LLC	DE
Comcast ABB Overseas Holdings II, LLC	DE
Comcast ABB Overseas Holdings, Inc.	DE

Comcast ABN USCO, LLC	DE
Comcast Argentina, Inc.	DE
Comcast ASBC, Inc.	DE
Comcast Brazil, Inc.	DE
Comcast BroadNet Payroll Services, Inc.	DE
Comcast Business Communications of Virginia, LLC	VA
Comcast Business Communications, Inc.	PA
Comcast Cable Communications Holdings, Inc.	DE
Comcast Cable Communications Holdings, LLC	DE
Comcast Cable Communications Management, LLC	DE
Comcast Cable Communications, LLC	DE
Comcast Cable Funding	DE
Comcast Cable Funding GP, Inc.	DE
Comcast Cable Funding I, Inc.	DE
Comcast Cable Holdings, LLC	DE
Comcast Cable of Indiana, Inc.	DE
Comcast Cable of Indiana/Michigan/Texas I, LLC	IN
Comcast Cable of Maryland, Inc.	DE
Comcast Cable SC Investments, Inc.	DE
Comcast Cable Trust I	DE
Comcast Cable Trust II	DE
Comcast Cable Trust III	DE
Comcast Cablevision Communications, Inc.	DE
Comcast Cablevision of Baltimore City GP, Inc.	DE
Comcast Cablevision of Garden State, Inc.	DE
Comcast Cablevision of Philadelphia Area I, LLC	PA
Comcast Cablevision of Southeast Michigan, Inc.	MI
Comcast Capital Corporation	DE
Comcast CCH Subsidiary Holdings, Inc.	DE
Comcast Cellular Holding Company, Inc.	DE
Comcast Cellular Holdings Corporation	DE
Comcast CHC Subsidiary Holdings, Inc.	DE
Comcast Children's Network Holdings, LLC	DE
Comcast CIG GP, Inc.	DE
Comcast CIG LP, Inc.	DE
Comcast CIG, L.P.	DE
Comcast Commercial Services Financing, Inc.	DE
Comcast Commercial Services Group Holdings, LLC	DE
Comcast Commercial Services, Inc.	DE
Comcast Concurrent Holdings, Inc.	DE
Comcast Corporate Investments II, Inc.	DE
Comcast Corporate Investments, Inc.	DE

Comcast Corporation Political Action Committee	PA
Comcast Corporation Political Action Committee of Maryland	MD
Comcast Corporation Political Action Committee-USA	PA
Comcast Corporation Trust I	DE
Comcast Corporation Trust II	DE
Comcast Corporation Trust III	DE
Comcast Crystalvision, Inc.	DE
Comcast Data Services, Inc.	DE
Comcast DC Radio, Inc.	DE
Comcast Directory Services, Inc.	DE
Comcast do Brasil Ltda.	Brazil
Comcast Encore, Inc.	DE
Comcast Entertainment Holdings LLC	DE
Comcast Financial Agency Corporation	DE
Comcast Florida Programming Investments, Inc.	DE
Comcast Funding I, Inc.	DE
Comcast Garden State, LLC	DE
Comcast Gateway Holdings, LLC	DE
Comcast Greater Boston Advertising Holding, LLC	DE
Comcast Holdings Corporation	PA
Comcast Holdings II, LLC	DE
Comcast Holdings III, LLC	DE
Comcast Holdings IV, LLC	DE
Comcast Holdings V, LLC	DE
Comcast HTS Holdings, LLC	DE
Comcast HTS, LLC	DE
Comcast ICG, Inc.	CO
Comcast ICG, Inc.	DE
Comcast In Demand Holdings, Inc.	DE
Comcast Interactive Capital, LP	DE
Comcast International Holding, Inc.	DE
Comcast Investment Holdings, Inc.	DE
Comcast IP Holdings, LLC	DE
Comcast IP Phone of Arizona, LLC	DE
Comcast IP Phone of California, LLC	DE
Comcast IP Phone of Central Indiana, LLC	DE
Comcast IP Phone of Colorado, LLC	DE
Comcast IP Phone of Connecticut, LLC	DE
Comcast IP Phone of Delaware, LLC	DE
Comcast IP Phone of Florida, LLC	DE
Comcast IP Phone of Georgia, LLC	DE
Comcast IP Phone of Illinois, LLC	DE

Comcast IP Phone of Maryland, LLC	DE
Comcast IP Phone of Massachusetts, LLC	DE
Comcast IP Phone of Michigan, LLC	DE
Comcast IP Phone of Minnesota, LLC	DE
Comcast IP Phone of New Hampshire, LLC	DE
Comcast IP Phone of New Jersey, LLC	DE
Comcast IP Phone of New Mexico, LLC	DE
Comcast IP Phone of Ohio, LLC	DE
Comcast IP Phone of Oregon, LLC	DE
Comcast IP Phone of Pennsylvania, LLC	PA
Comcast IP Phone of Tennessee, LLC	DE
Comcast IP Phone of Texas, LLC	DE
Comcast IP Phone of Utah, LLC	DE
Comcast IP Phone of Virginia, LLC	DE
Comcast IP Phone of Washington, LLC	DE
Comcast IP Phone of West Virginia, LLC	DE
Comcast IP Phone, Inc.	PA
Comcast IP Services II, Inc.	DE
Comcast IP Services, LLC	DE
Comcast IPG/JV, LLC	DE
Comcast ISD, Inc.	DE
Comcast JR Holdings, Inc.	DE
Comcast KOP, Inc.	DE
Comcast Levittown Finance, Inc.	DE
Comcast Life Insurance Holding Company	DE
Comcast LMC E! Entertainment, Inc.	CO
Comcast LMDS Communications, Inc.	DE
Comcast Metatv, Inc.	DE
Comcast MH Holdings, LLC	DE
Comcast Michigan Holdings, Inc.	MI
Comcast Midwest Management, Inc.	DE
Comcast MO Cable Advertising of Metropolitan Atlanta, LLC	CO
Comcast MO Cable News, Inc.	CO
Comcast MO Capital Corporation	CO
Comcast MO Communications Holding Company, Inc.	DE
Comcast MO Delta, Inc.	CO
Comcast MO Digital Radio, Inc.	CO
Comcast MO Europe, Inc.	CO
Comcast MO Express Midwest, Inc.	DE
Comcast MO Express of California, Inc.	CA
Comcast MO Express of Florida, Inc.	DE
Comcast MO Express of New England, Inc.	MA



Comcast MO Express of Virginia, Inc.	VA
Comcast MO Federal Relations, Inc.	DE
Comcast MO Finance Corporation	CO
Comcast MO Finance Trust I	DE
Comcast MO Finance Trust II	DE
Comcast MO Finance Trust III	DE
Comcast MO Finance Trust IV	DE
Comcast MO Finance Trust V	DE
Comcast MO Finance Trust VI	DE
Comcast MO Financial Services Foreign Sales, Inc.	UNITED STATES VIRGIN ISLANDS
Comcast MO Financial Services, Inc.	CO
Comcast MO Financing A	DE
Comcast MO Financing B	DE
Comcast MO Foreign Investments, Inc.	CO
Comcast MO FSC One, Ltd.	Bermuda
Comcast MO FSC Three, Ltd.	Bermuda
Comcast MO FSC Two, Ltd.	Bermuda
Comcast MO Group Funding, Inc.	DE
Comcast MO Group, Inc.	DE
Comcast MO Holdings I, Inc.	DE
Comcast MO Holdings II, Inc.	DE
Comcast MO Information Technology Systems, Inc.	MA
Comcast MO Interactive Services, Inc.	CO
Comcast MO International Holdings II, Inc.	DE
Comcast MO International Programming, Inc.	MA
Comcast MO International, Inc.	DE
Comcast MO Investments, Inc.	DE
Comcast MO Leverage Finance Corp. of 1997, Inc.	DE
Comcast MO Marketing Resources (UK) Limited	UK
Comcast MO of Burnsville/Essex, Inc.	MN
Comcast MO of Delaware, LLC	DE
Comcast MO of Minnesota, Inc.	MN
Comcast MO of North Valley, Inc.	CA
Comcast MO of Quad Cities, Inc.	MN
Comcast MO of the North Suburbs, Inc.	MN
Comcast MO Real Estate, Inc.	CO
Comcast MO Real Estate, Inc.	DE
Comcast MO SPC II, LLC	DE
Comcast MO SPC III, LLC	DE

Comcast MO SPC IV, LLC	DE
Comcast MO SPC V, LLC	DE
Comcast MO SPC VI, LLC	DE
Comcast MO SPE, Inc.	DE
Comcast MO Telecommunications Corp.	DE
Comcast Multicable Media, Inc.	DE
Comcast Nashville Finance, Inc.	DE
Comcast NCC Holdings I, LLC	DE
Comcast NCC Holdings II, LLC	DE
Comcast NCC Holdings III, LLC	DE
Comcast New Hampshire, Inc.	DE
Comcast New Media Development, Inc.	PA
Comcast New Mexico/Pennsylvania Finance, Inc.	DE
Comcast Newco 1, Inc.	DE
Comcast Newco 13, Inc.	DE
Comcast Newco 15, Inc.	DE
Comcast Newco 16, Inc.	DE
Comcast Newco 17, Inc.	DE
Comcast Newco 18, Inc.	DE
Comcast Newco 19, Inc.	DE
Comcast Newco 20, Inc.	DE
Comcast Newco 21, Inc.	DE
Comcast Newco 22, Inc.	DE
Comcast Newco 23, Inc.	DE
Comcast Newco 3, Inc.	DE
Comcast Newco 4, Inc.	DE
Comcast Newco 5, Inc.	DE
Comcast Newco 6, Inc.	DE
Comcast Newco 7, Inc.	DE
Comcast Newco 8, Inc.	DE
Comcast Newco 9, Inc.	DE
Comcast of Alabama, Inc.	DE
Comcast of Alameda, Inc.	CA
Comcast of Arizona, Inc.	CO
Comcast of Arkansas, Inc.	DE
Comcast of Ayalon, Inc.	DE
Comcast of Baltimore City, Inc.	MD
Comcast of Baltimore, Inc.	CO
Comcast of Bellevue, Inc.	WA
Comcast of Boston, Inc.	NY
Comcast of Brockton, Inc.	DE

Comcast of Bryant, Inc.	AR
Comcast of Burlington County, LLC	DE
Comcast of California I, Inc.	NY
Comcast of California I, LLC	DE
Comcast of California II, Inc.	CA
Comcast of California II, LLC	DE
Comcast of California III, Inc.	CA
Comcast of California III, LLC	CO
Comcast of California IV, Inc.	WY
Comcast of California IX, Inc.	CA
Comcast of California V, Inc.	CA
Comcast of California VI, Inc.	CA
Comcast of California VII, Inc.	WA
Comcast of California VIII, Inc.	WA
Comcast of California X, Inc.	CA
Comcast of California XI, Inc.	TN
Comcast of California XII, Inc.	DE
Comcast of California XIII, Inc.	CA
Comcast of California XIV, LLC	DE
Comcast of California/Colorado, LLC	DE
Comcast of California/Colorado/Florida/Oregon, Inc.	GA
Comcast of California/Colorado/Illinois/Indiana/Texas, Inc.	KS
Comcast of California/Colorado/Texas/Washington, Inc.	WA
Comcast of California/Colorado/Washington, LP	CO
Comcast of California/Connecticut/Idaho, Inc.	CT
Comcast of California/Idaho, Inc.	ID
Comcast of California/Illinois, Inc.	CO
Comcast of California/Massachusetts/Michigan/Utah, Inc.	DE
Comcast of California/Ohio/Pennsylvania/Utah/Washington, Inc.	PA
Comcast of Carolina, Inc.	SC
Comcast of Celebration, LLC	DE
Comcast of Central New Jersey, LLC	DE
Comcast of Chesterfield County, Inc.	VA
Comcast of Chicago, Inc.	IL
Comcast of Clinton	MI
Comcast of Clinton CT, Inc.	CT
Comcast of Clinton MI, Inc.	MI
Comcast of Coconut Creek, Inc.	FL
Comcast of Colorado, LLC	CO
Comcast of Colorado II, LLC	CO
Comcast of Colorado III, LLC	CO
Comcast of Colorado IV, LLC	DE



Comcast of Colorado IX, LLC	DE
Comcast of Colorado V, LLC	CO
Comcast of Colorado VI, LLC	IA
Comcast of Colorado VII, LLC	IA
Comcast of Colorado VIII, LLC	TN
Comcast of Colorado X, LLC	CO
Comcast of Colorado XI, Inc.	CO
Comcast of Colorado XII, Inc.	MD
Comcast of Colorado, L.P.	CO
Comcast of Colorado/Florida, Inc.	WA
Comcast of Connecticut I, LLC	DE
Comcast of Connecticut II, Inc.	CT
Comcast of Connecticut, Inc.	DE
Comcast of Contra Costa, Inc.	WA
Comcast of Costa Mesa, Inc.	DE
Comcast of Cupertino, Inc.	CA
Comcast of Cypress, Inc.	CA
Comcast of Dallas GP, LLC	DE
Comcast of Dallas, L.P.	DE
Comcast of Danbury, Inc.	DE
Comcast of Davis County, Inc.	UT
Comcast of Delmarva, Inc.	DE
Comcast of Detroit	MI
Comcast of Detroit, Inc.	MI
Comcast of East San Fernando Valley, L.P.	CA
Comcast of Eastern Connecticut, Inc.	CT
Comcast of Eastern Shore, LLC	DE
Comcast of Elkton, LLC	DE
Comcast of Everett, Inc.	WA
Comcast of Flint, Inc.	MI
Comcast of Florida	FL
Comcast of Florida I, Inc.	MO
Comcast of Florida II, Inc.	DE
Comcast of Florida III, Inc.	MI
Comcast of Florida, L.P.	FL
Comcast of Florida/Georgia	MI
Comcast of Florida/Maryland/Virginia, Inc.	DE
Comcast of Fort Wayne Limited Partnership	IN
Comcast of Fresno, L.P.	CA
Comcast of Garden State L.P.	DE
Comcast of Georgia I, LLC	GA
Comcast of Georgia, Inc.	CO

Comcast of Georgia/Massachusetts, Inc.	RI
Comcast of Georgia/Michigan, LP	CA
Comcast of Georgia/South Carolina II, LLC	DE
Comcast of Georgia/South Carolina, Inc.	CO
Comcast of Gloucester County, LLC	DE
Comcast of Greater Florida/Georgia, Inc.	FL
Comcast of Grosse Pointe, Inc.	MI
Comcast of Groton, Inc.	CT
Comcast of Harbor, Inc.	CA
Comcast of Harford County, LLC	MD
Comcast of Hopewell Valley, Inc.	NJ
Comcast of Howard County, LLC	MD
Comcast of Illinois I, Inc.	IL
Comcast of Illinois II, Inc.	KS
Comcast of Illinois III, Inc.	DE
Comcast of Illinois IV, Inc.	IL
Comcast of Illinois V, Inc.	DE
Comcast of Illinois V, Inc.	MD
Comcast of Illinois VI, LLC	DE
Comcast of Illinois VII, Inc.	FL
Comcast of Illinois VIII, Inc.	DE
Comcast of Illinois X, LLC	DE
Comcast of Illinois XI, LLC	DE
Comcast of Illinois XII, LP	NJ
Comcast of Illinois XIII, LP	AZ
Comcast of Illinois/Indiana	FL
Comcast of Illinois/Indiana/Michigan, Inc.	AR
Comcast of Illinois/Ohio/Oregon, LLC	DE
Comcast of Illinois/Texas, Inc.	IL
Comcast of Illinois/West Virginia, LLC	DE
Comcast of Indiana, LLC	CA
Comcast of Indiana/Kentucky/Utah	CA
Comcast of Indiana/Michigan	IA
Comcast of Indiana/Michigan/Pennsylvania, LLC	IA
Comcast of Indiana/Michigan/Texas GP, LLC	DE
Comcast of Indiana/Michigan/Texas, LP	DE
Comcast of Indianapolis, Inc.	DE
Comcast of Indianapolis, L.P.	DE
Comcast of Indiana/Utah Limited Partnership	MI
Comcast of Jersey City, LLC	DE
Comcast of Lakeview, Inc.	CA
Comcast of Laurel, Inc.	MS

Comcast of Lawrence, LLC	DE
Comcast of Levittown, Inc.	DE
Comcast of Little Rock, Inc.	AR
Comcast of Lomita, Inc.	CA
Comcast of Longport, LLC	DE
Comcast of Long Beach Island, LLC	DE
Comcast of Los Angeles County, Inc.	CA
Comcast of Los Angeles, Inc.	CA
Comcast of Lower Merion, Inc.	PA
Comcast of Macomb County, Inc.	MI
Comcast of Macomb, Inc.	MI
Comcast of Maine/New Hampshire, Inc.	NH
Comcast of Margate, Inc.	FL
Comcast of Marianna, Inc.	DE
Comcast of Marlin, Inc.	CA
Comcast of Marin II, Inc.	CA
Comcast of Maryland and District of Columbia Partnership	MD
Comcast of Maryland, Inc.	CO
Comcast of Maryland, LLC	DE
Comcast of Massachusetts I, Inc.	MA
Comcast of Massachusetts II, Inc.	DE
Comcast of Massachusetts III, Inc.	DE
Comcast of Massachusetts/New Hampshire/Ohio, Inc.	OH
Comcast of Massachusetts/Virginia, Inc.	VA
Comcast of Mercer County, LLC	DE
Comcast of Meridian, Inc.	MS
Comcast of Miami, Inc.	FL
Comcast of Michigan I, Inc.	VA
Comcast of Michigan II, Inc.	DE
Comcast of Michigan III, Inc.	DE
Comcast of Michigan IV, LLC	CO
Comcast of Michigan, LLC	DE
Comcast of Michigan/Mississippi/Tennessee, Inc.	DE
Comcast of Middletown, Inc.	DE
Comcast of Milton, Inc.	MA
Comcast of Minnesota, Inc.	DE
Comcast of Minnesota/Wisconsin, Inc.	WA
Comcast of Missouri, Inc.	CO
Comcast of Missouri, LLC	DE
Comcast of Montana I, Inc.	MT
Comcast of Montana II, Inc.	DE
Comcast of Montana III, Inc.	OR

Comcast of Mt. Clemens	MI
Comcast of Mt. Clemens, Inc.	MI
Comcast of Muncie, LLC	IN
Comcast of Muncie, LP	IN
Comcast of Muskegon	MI
Comcast of Nashville I, LLC	DE
Comcast of Nashville II, LLC	DE
Comcast of Needham, Inc.	DE
Comcast of New Castle County, LLC	DE
Comcast of New Hampshire, Inc.	MD
Comcast of New Haven, Inc.	CT
Comcast of New Jersey II, LLC	DE
Comcast of New Jersey, LLC	DE
Comcast of New Mexico, Inc.	CO
Comcast of New Mexico, Pennsylvania, Inc.	DE
Comcast of Newhall, Inc.	CA
Comcast of North Broward, Inc.	FL
Comcast of Northern California I, Inc.	CA
Comcast of Northern California II, Inc.	CA
Comcast of Northern Illinois, Inc.	IL
Comcast of Northern Indiana, Inc.	DE
Comcast of Northwest New Jersey, LLC	DE
Comcast of Nova, LP	OR
Comcast of Oakland County, Inc.	MI
Comcast of Ocean County, LP, LLC	DE
Comcast of Ohio, Inc.	OH
Comcast of Orange County, Inc.	CA
Comcast of Oregon I, Inc.	OR
Comcast of Oregon II, Inc.	OR
Comcast of Panama City, Inc.	DE
Comcast of Parkland, Inc.	TX
Comcast of Pennsylvania	CO
Comcast of Pennsylvania I, Inc.	DE
Comcast of Pennsylvania II, Inc.	CO
Comcast of Pennsylvania III, LP	DE
Comcast of Pennsylvania/Maryland, Inc.	PA
Comcast of Pennsylvania/West Virginia, LP	CO
Comcast of Perry, Inc.	DE
Comcast of Philadelphia, Inc.	DE
Comcast of Plainfield, LLC	DE
Comcast of Plano, LP, LLC	DE
Comcast of Plano, LP	DE

Comcast of Potomac, LLC	DE
Comcast of Puget Sound, Inc.	WA
Comcast of Quincy, Inc.	DE
Comcast of Richardson GP, LLC	DE
Comcast of Richardson, LP	DE
Comcast of Richmond, Inc.	VA
Comcast of Sacramento I, LLC	CA
Comcast of Sacramento II, LLC	CA
Comcast of Sacramento III, LLC	CA
Comcast of San Joaquin, Inc.	WY
Comcast of San Leandro, Inc.	CA
Comcast of Santa Cruz, Inc.	CO
Comcast of Santa Maria, LLC	DE
Comcast of Shelby, Inc.	MI
Comcast of Sierra Valley, Inc.	DE
Comcast of South Central Los Angeles, LLC	DE
Comcast of South Chicago, Inc.	IL
Comcast of South Dade, Inc.	FL
Comcast of South Florida I, Inc.	FL
Comcast of South Florida II, Inc.	DE
Comcast of South Jersey, LLC	DE
Comcast of Southeast Pennsylvania, LLC	DE
Comcast of Southern California, Inc.	OR
Comcast of Southern Illinois, Inc.	DE
Comcast of Southern Mississippi, Inc.	DE
Comcast of Southern New England, Inc.	MA
Comcast of Southern Virginia, LLC	DE
Comcast of St. Paul, Inc.	MN
Comcast of Sterling Heights, Inc.	MI
Comcast of Tacoma, Inc.	DE
Comcast of Tallahassee, Inc.	DE
Comcast of Taylor, LLC	DE
Comcast of Tennessee, LP	DE
Comcast of Texas I GP, LLC	DE
Comcast of Texas I LP	DE
Comcast of Texas II GP, LLC	DE
Comcast of Texas II LP	DE
Comcast of Texas, LLC	DE
Comcast of the District, LLC	DC
Comcast of the Gulf Plains, Inc.	DE
Comcast of the Great Plains, Inc.	DE
Comcast of the South	CO

Comcast of the South, Inc.	CO
Comcast of the South, L.P.	DE
Comcast of the South, LLC	DE
Comcast of Tualatin Valley, Inc.	OR
Comcast of Tupele, Inc.	MS
Comcast of Twin Cities, Inc.	WA
Comcast of Utah I, Inc.	IN
Comcast of Utah II, Inc.	LA
Comcast of Utica, Inc.	MI
Comcast of Virginia, Inc.	CO
Comcast of Warren	MI
Comcast of Warren, Inc.	MI
Comcast of Washington, Inc.	UT
Comcast of Washington I, Inc.	WA
Comcast of Washington II, Inc.	WA
Comcast of Washington III, Inc.	WA
Comcast of Washington IV, Inc.	WA
Comcast of Washington, LLC	DE
Comcast of Washington/Oregon	WA
Comcast of Washington/Oregon SMATV I, LLC	DE
Comcast of Washington/Oregon SMATV II, LLC	DE
Comcast of West Florida, Inc.	DE
Comcast of Western Colorado, Inc.	CO
Comcast of Wildwood, LLC	DE
Comcast of Wildwood, Inc.	PA
Comcast of Wisconsin, Inc.	CO
Comcast of Wyoming I, Inc.	WY
Comcast of Wyoming II, Inc.	WY
Comcast of Wyoming, LLC	WY
Comcast PC Communications, Inc.	DE
Comcast PC Investments, Inc.	DE
Comcast Phone II, Inc.	DE
Comcast Phone Management, Inc.	DE
Comcast Phone of Arizona, LLC	DE
Comcast Phone of California, LLC	DE
Comcast Phone of Central Indiana, LLC	DE
Comcast Phone of Colorado, LLC	DE
Comcast Phone of Connecticut, Inc.	CO
Comcast Phone of Delaware, LLC	DE
Comcast Phone of Florida, LLC	DE
Comcast Phone of Georgia, LLC	DE
Comcast Phone of Illinois, LLC	DE



Comcast Phone of Maryland, Inc.	MD
Comcast Phone of Massachusetts, Inc.	DE
Comcast Phone of Michigan, LLC	DE
Comcast Phone of Minnesota, Inc.	MN
Comcast Phone of New Hampshire, LLC	DE
Comcast Phone of New Jersey, LLC	DE
Comcast Phone of New Mexico, LLC	DE
Comcast Phone of Northern Maryland, Inc.	MD
Comcast Phone of Northern Virginia, Inc.	VA
Comcast Phone of Ohio, LLC	DE
Comcast Phone of Oregon, LLC	DE
Comcast Phone of Pennsylvania, LLC	DE
Comcast Phone of South Carolina, Inc.	DE
Comcast Phone of Tennessee, LLC	DE
Comcast Phone of Texas, LLC	DE
Comcast Phone of Utah, LLC	DE
Comcast Phone of Virginia, Inc.	VA
Comcast Phone of Washington, LLC	DE
Comcast Phone of West Virginia, LLC	DE
Comcast Phone, LLC	DE
Comcast Prismstar Holdings, Inc.	DE
Comcast Programming Development, Inc.	DE
Comcast Programming Holdings, Inc.	DE
Comcast Programming Ventures II, Inc.	DE
Comcast Programming Ventures III, Inc.	DE
Comcast Programming Ventures IV, LLC	DE
Comcast Programming Ventures V, Inc.	DE
Comcast Programming Ventures, Inc.	DE
Comcast PSM Holdings, Inc.	PA
Comcast Publishing Holdings Corporation	PA
Comcast QVC, Inc.	DE
Comcast QVC Holdings III, Inc.	DE
Comcast QVC Holdings IV, Inc.	DE
Comcast QVC Holdings V, Inc.	DE
Comcast QVC Holdings VI, Inc.	DE
Comcast QVC, Inc.	DE
Comcast Real Estate Holdings, Inc.	AL
Comcast Regional Programming, Inc.	PA
Comcast Investments, Inc.	DE
Comcast SCH Delaware Holdings, Inc.	DE
Comcast Shared Services Corporation	DE

Comcast Soccer, LLC	DE
Comcast Sound Corporation	DE
Comcast Spectacor, L.P.	PA
Comcast Sports Holding Company, Inc.	DE
Comcast Sports Management Services, LLC	DE
Comcast Sports NY Holdings, Inc.	DE
Comcast SportsNet Chicago Holdings, Inc.	DE
Comcast SportsNet West, Inc.	DE
Comcast Spotlight, Inc.	DE
Comcast STB Software I, LLC	DE
Comcast STB Software II, LLC	DE
Comcast STB Software LIB, LLC	DE
Comcast STB Software MOT, LLC	DE
Comcast STB Software TW, LLC	DE
Comcast Studio Investments, Inc.	DE
Comcast TCP Holdings, Inc.	DE
Comcast TCP Holdings, LLC	DE
Comcast Technology, Inc.	DE
Comcast Telephony Communications of California, Inc.	CA
Comcast Telephony Communications of Connecticut, Inc.	CT
Comcast Telephony Communications of Delaware, Inc.	DE
Comcast Telephony Communications of Georgia, Inc.	GA
Comcast Telephony Communications of Indiana, Inc.	IN
Comcast Telephony Communications of Pennsylvania, Inc.	PA
Comcast Telephony Communications, LLC	DE
Comcast Telephony Services Holdings, Inc.	DE
Comcast Telephony Services II, Inc.	DE
Comcast Venezuela PCS, Inc.	DE
Comcast VF Holdings, Inc.	DE
Comcast Visible World Holdings, Inc.	DE
Comcast WCS Holdings, Inc.	DE
Comcast WCS ME02, Inc.	DE
Comcast WCS ME04, Inc.	DE
Comcast WCS ME05, Inc.	DE
Comcast WCS ME16, Inc.	DE
Comcast WCS ME19, Inc.	DE
Comcast WCS ME22, Inc.	DE
Comcast WCS ME26, Inc.	DE
Comcast WCS ME28, Inc.	DE
Comcast WCS Merger Holdings, Inc.	DE
Comcast/Time Warner Cable Advertising, LLC	DE
Comcast/Time Warner Detroit Cable Advertising, LLC	DE



Comcast/Time Warner/FX/Myers Naples Cable Advertising, LLC	DE
Comcast/Time Warner Jacksonville Cable Advertising, LLC	DE
Comcast/TW/Canyon Country Cable Advertising, LLC	DE
Comcast-Spectacor Foundation	PA
ComCon Entertainment Holdings, Inc.	DE
ComCon Production Services I, Inc.	CA
Command Cable of Eastern Illinois Limited Partnership	NI
Commercial Funding, Inc.	NY
Communication Investment Corporation	VA
Community Realty, Inc.	NV
Community Telecable of Seattle, Inc.	WA
Conditional Access Licensing, LLC	DE
Continental Australia Programming, Inc.	VA
Continental Cablevision Asia Pacific, Inc.	MA
Continental Programming Australia Limited Partnership	NEW SOUTH WALES
Continental Telecommunications Corp. of Virginia	VA
Continental Teleport Partners, Inc.	MA
CSLP Ballpark Services, LLC	DE
CSLP Baysox Club, LLC	MD
CSLP Keys Club, LLC	MD
CSLP London, LLC	DE
CSLP Shorebirds Club, LLC	MD
CSLP Soccer, LLC	
CVC Keep Well LLC	DE
DigiVentures, LLC	DE
District Cablevision, Inc.	DC
E! Entertainment UK Limited	UK
E! Entertainment Europe BV	Netherland Antilles
E! Entertainment Television International Holdings, Inc.	
E! Entertainment Television, Inc.	DE
E! Networks Productions, Inc.	DE
E! Networks Sales & Distribution, Inc.	DE
Eastcoteford Realty, Inc.	NI
Eastecnic V — Comunicacoes Globais, S.A.	Portugal
Elbert County Cable Partners, L.P.	CO
Equity Resources Venture	CO
Exclamation Music, Inc.	CA
Exclamation Productions, Inc.	CA
Excommunications, Inc.	OK
First Television Corporation	DE
Flyers Skate Zone, L.P.	
For Games Music, LLC	DE

Four Flags Cable TV	MI
Four Flags Cablevision	MI
FPS Rink, Inc.	PA
FPS Rink, L.P.	PA
G4 Holding Company	DE
G4 Media, Inc.	DE
Gateway State Telecommunications, LLC	DE
Gateway/Jones Communications, Ltd.	CO
Global London, Inc.	Ontario
Global London, L.P.	Ontario
Global Spectrum, Inc.	PA
Global Spectrum, L.P.	DE
GlobalCom Holding Company, Inc.	DE
Greater Boston Cable Advertising	MA
Guide Investments, Inc.	CO
GuideWorks, LLC	DE
Hankeys Communications of Clinton, Inc.	IA
Headend In The Sky, Inc.	CO
Heritage Cablevision of Massachusetts	MA
Heritage Cablevision of South East Massachusetts, Inc.	MA
Home Sports Network, Inc.	CO
Home Team Sports Limited Partnership	DE
IEC License Holdings, Inc.	DE
In Demand, L.L.C.	DE
InterActive Technology Services, Inc.	CA
Intermedia Cable Investors, LLC	CA
International Networks, LLC	CO
IT-NET — Internacional de Telecomunicacoes de Portugal, S.A.	Portugal
Jones Cable Corporation	CO
Jones Cable Holdings, Inc.	CO
Jones Communications, Inc.	CO
Jones Intercable Funds, Inc.	CO
Jones Panorama Properties, LLC	DE
Jones Programming Services, Inc.	CO
Jones Spacelink Cable Corporation	CO
Jones Telecommunications of California, LLC	CO
KCP Trust	DE
KTMA-TV, Inc.	TX
Lenfest	DE
Lenfest Atlantic Communications, Inc.	DE
Lenfest Australia Group Pty Ltd.	Australia
Lenfest Australia Investment Pty Ltd.	Australia

Lenfest Australia, Inc.	DE
Lenfest Clearview, Inc.	DE
Lenfest Delaware Properties, Inc.	DE
Lenfest International Holdings, Inc.	DE
Lenfest International, Inc.	DE
Lenfest Investments, Inc.	DE
Lenfest Jersey, LLC	DE
Lenfest MCN, Inc.	DE
Lenfest Oaks, Inc.	PA
Lenfest Telephony, Inc.	DE
Lenfest Videopole Holdings, Inc.	DE
Lenfest York, Inc.	DE
Liberty City Funding Corporation	FL
Liberty Ventures Group LLC	DE
LTC Associates	DE
LVO Cable Properties, Inc.	OK
M.E. Elmet Inc.	DE
MarketLink Indianapolis Cable Advertising, LLC	DE
Media One Brasil Comercio e Participacoes Ltda.	BR
Mile Hi Cable Partners, L.P.	CO
Mobile Enterprises Inc.	DE
MOC Holdco I, LLC	DE
MOC Holdco II, Inc.	DE
Mountain Cable Network, Inc.	NV
Mountain States General Partner, LLC	CO
Mountain States Limited Partner, LLC	CO
Mt. Clemens Global Communications, Inc.	MI
MTCB S.A.	Brazil
National Digital Television Center	DE
NDTC Technology, Inc.	CO
New England Microwave, Inc.	CT
New Hope Cable TV, Inc.	PA
Northwest Illinois Cable Corporation	DE
Northwest Illinois TV Cable Co.	DE
Obata Holdings, Inc.	DE
Outdoor Life Network, L.L.C.	DE
Ovation Entertainment, L.P.	PA
Ovations Food Services, Inc.	PA
Ovations Food Services, L.P.	PA
Ovations Ontario Food Services, Inc.	Ontario
Ovations Ontario Food Services, L.P.	Ontario
Owner Trusts UT 1-3, 7-12, 15-27, 29, 33, 34	DE

Patron Northwest Interconnect	NY
Patron Solutions L.P.	PA
Patron Solutions, LLC	PA
Pattison Development, Inc.	PA
Pattison Realty, Inc.	PA
Philadelphia 76ers, Inc.	DE
Philadelphia 76ers LLP	DE
Philadelphia Flyers Enterprises Co.	Nova Scotia
Philadelphia Flyers, L.P.	DE
Philadelphia Flyers, LLC	DE
Philadelphia Phantoms, Inc.	PA
Philadelphia Phantoms, L.P.	PA
Philadelphia Sports Media, Inc.	PA
Philadelphia Sports Media, L.P.	PA
Preview Magazine Corporation	NY
Preview Magazine Corporation	DE
Prime Telecom Potomac, LLC	DE
Roberts Broadcasting Corporation	PA
Satellite Services, Inc.	DE
Saturn Cable TV, Inc.	CO
SCI 34, Inc.	DE
SCI 36, Inc.	DE
SCI 37, Inc.	DE
SCI 38, Inc.	DE
SCI 48, Inc.	DE
SCI 55, Inc.	DE
Spectrum Communications (Delaware) Corporation	DE
Selkirk Systems, Inc.	FL
SIFD One, Ltd.	MD
SIFD Three, Ltd.	DE
SIFD Two, Ltd.	DE
Southwest Washington Cable, Inc.	WA
Spectrum Arena Real Estate New Arena, L.P.	DE
Spectrum Arena Limited Partnership	PA
Stage II, L.P.	MO
Stage II, L.P.	PA
Storer Cable TV of Radnor, Inc.	PA
Storer Disbursements, Inc.	FL
Sural LLC	DE

TCI Adelphia Holdings, LLC	CO
TCI Atlanta, Inc.	DE
TCI Bay Interconnect, Inc.	CO
TCI Bay, Inc.	CA
TCI Cable Investments, LLC	DE
TCI Cablevision Associates, Inc.	DE
TCI Cablevision of California Century Holdings, LLC	CO
TCI Cablevision of Kentucky, Inc.	DE
TCI Cablevision of Massachusetts, Inc.	MA
TCI Cablevision of Michigan, Inc.	MI
TCI Cablevision of Minnesota, Inc.	MN
TCI Cablevision of Nebraska, Inc.	NE
TCI Cablevision of North Central Kentucky, Inc.	DE
TCI Cablevision of Sierra Vista, Inc.	CO
TCI Cablevision of South Dakota, Inc. SD	
TCI Cablevision of St. Bernard, Inc.	LA
TCI Cablevision of Vermont, Inc.	DE
TCI California Holdings, LLC	CO
TCI Capital Corp.	WY
TCI Central, Inc.	DE
TCI Command II, LLC	CO
TCI Communications Financing I	DE
TCI Communications Financing II	DE
TCI Communications Financing III	DE
TCI Communications Financing IV	DE
TCI CSC II, Inc.	NY
TCI CSC III, Inc.	CO
TCI CSC IV, Inc.	CO
TCI CSC IX, Inc.	CO
TCI CSC V, Inc.	CO
TCI CSC VI, Inc.	CO
TCI CSC VII, Inc.	CO
TCI CSC VIII, Inc.	CO
TCI CSC X, Inc.	CO
TCI Development, LLC	DE
TCI Evangola, Inc.	DE
TCI Falcon Holdings, LLC	DE
TCI FCLP Alabama, LLC	DE
TCI FCLP California, LLC	DE



TCI FCLP Missouri, LLC	DE
TCI FCLP Northern California, LLC	DE
TCI FCLP Northwest, LLC	DE
TCI FCLP Oregon, LLC	DE
TCI FCLP Redding, LLC	DE
TCI FCLP Wenatchee, LLC	DE
TCI Fleet Services, Inc.	CO
TCI Gilbert Uplink, Inc.	CO
TCI Great Lakes, Inc.	DE
TCI Hits At Home, Inc.	CO
TCI Holdings, Inc.	DE
TCI Holdings, LLC	DE
TCI ICM VI, Inc.	DE
TCI IL-Holdings II, LLC	CO
TCI IL Holdings, Inc.	CO
TCI Internet Holdings, Inc.	CO
TCI Internet Services, LLC	DE
TCI IP-VI, LLC	DE
TCI IT Holdings, Inc.	CO
TCI Lake II, LLC	CO
TCI Lake III, Inc.	WV
TCI Lenfest, Inc.	CO
TCI Magna Holdings, Inc.	CO
TCI Materials Management, Inc.	CO
TCI Michigan, Inc.	DE
TCI Microwave, Inc.	DE
TCI Midcontinent, LLC	DE
TCI National Digital Television Center — Hong Kong, Inc.	DE
TCI New York Holdings, Inc.	CO
TCI Northeast, Inc.	DE
TCI Northwest, Inc.	CO
TCI of Bloomington/Normal, Inc.	VA
TCI of Council Bluffs	IA
TCI of D.C., Inc.	DC
TCI of Greenwich, Inc.	CT
TCI of Indiana Holdings, LLC	CO
TCI of Indiana Insgrt Holdings, LLC	CO
TCI of Kokomo, Inc.	CO
TCI of Lexington, Inc.	DE
TCI of Maine, Inc.	ME
TCI of Missouri, Inc.	MO

TCI of North Central Kentucky, Inc.	DE
TCI of North Dakota, Inc.	ND
TCI of Overland Park, Inc.	KS
TCI of Paterson, Inc.	NV
TCI of Radcliff, Inc.	DE
TCI of South Dakota, Inc.	CO
TCI of Southern Minnesota, Inc.	DE
TCI of Springfield, Inc.	MO
TCI of Watertown, Inc.	IA
TCI Ohio Holdings, Inc.	CO
TCI Pacific Communications, Inc.	DE
TCI Pennsylvania Holdings, Inc.	CO
TCI Programming Holding Company III	DE
TCI Realty, LLC	DE
TCI South Carolina IP, LLC	DE
TCI Southeast, Inc.	DE
TCI Spartanburg IP-IV, LLC	DE
TCI Starz, Inc.	CO
TCI Technology Management, LLC	DE
TCI Telecom, Inc.	DE
TCI Texas Cable Holdings, LLC	CO
TCI Texas Cable, LLC	CO
TCI TKR Cable, Inc.	DE
TCI TKR Cable II, Inc.	DE
TCI TKR of Alabama, Inc.	DE
TCI TKR of Dallas, Inc.	DE
TCI TKR of Georgia, Inc.	DE
TCI TKR of Houston, Inc.	DE
TCI TKR of Jefferson County, Inc.	DE
TCI TKR of Metro Dade, LLC	DE
TCI TKR of Southeast Texas, Inc.	DE
TCI TKR of Wyoming, Inc.	WY
TCI TKR, Inc.	DE
TCI TW Texas JV Holdings II, Inc.	CO
TCI TW Texas JV Holdings III, Inc.	CO
TCI TW Texas JV Holdings IV, Inc.	CO
TCI TW Texas JV Holdings V, Inc.	CO
TCI USC, Inc.	CO
TCI Ventures Five, Inc.	CO
TCI Washington Associates, L.P.	DE
TCI West, Inc.	DE
TCI.net, Inc.	DE

TCI/CA Acquisition Sub LLC	CO
TCI/CI Merger Sub, LLC	DE
TCID Data Transport, Inc.	CO
TCID of Chicago, Inc.	IL
TCID of Florida, LLC	FL
TCID of Michigan, Inc.	NV
TCID of South Chicago, Inc.	IL
TCID Partners II, Inc.	CO
TCID Partners, Inc.	CO
TCID X*press, Inc.	CO
TCID-Commercial Music, Inc.	CO
Tele-Communications of Colorado, Inc.	CO
Tele-Sul Telecommunicacoes S.A.	Brazil
Televents Group Joint Venture	CO
Televents Group, Inc.	NV
Televents of Colorado, LLC	CO
Televents of Florida, LLC	DE
Televents of Powder River, LLC	DE
Televents of Wyoming, LLC	DE
Televester, Inc.	DE
Tempo DBS, Inc.	CO
Tempo Development Corporation	OK
Tempo Television, Inc.	OK
TGC Funding, Inc.	DE
TGW Inc.	DE
TGW Telecommunicacoes S.A.	Brazil
The Corcoran Foundation	DE
The Intercable Group, Ltd.	CO
thegolfchannel.com, inc.	FL
THOG Productions, LLC	DE
Trans-Marketing, Incorporated	WV
Tribune-United Cable of Oakland County	MI
TWE Holdings I Trust	DE
TWE Holdings II Trust	DE
U.S. West (India) Private Limited	INDIA
UACC Midwest Insgt Holdings, LLC	CO
UAW Local 1500 Television of Massachusetts, Inc.	MA
UATC Merger Corp.	DE
UCTC LP Company	DE
UCTC of Los Angeles County, Inc.	DE
United Artists Holdings, Inc.	DE
United Artists Holdings, LLC	DE



United Cable Investment of Baltimore, Inc.	MD
United Cable Television Corporation of Michigan	MI
United Cable Television of Baldwin Park, Inc.	CO
United Cable Television of Illinois Valley, Inc.	IL
United Cable Television of Los Angeles, LLC	CA
United Cable Television of Oakland County, Ltd.	CO
United Cable Television of Sarpy County, Inc.	NE
United Cable Television of Scottsdale, Inc.	AZ
United Cable Television Services of Colorado, Inc.	CO
United of Oakland, Inc.	DE
US West Deutschland GmbH	Germany
USWFS Borrower Trust	DE
USWFS Direct Trust Reazer	DE
USWFS Direct Trust Grand Trunk	DE
USWFS Direct Trust United No. 13	DE
USWFS Direct Trust United No. 14	DE
USWFS Intermediary Trust	DE
UTI Purchase Company	CO
Vertex, Inc.	TX
Waltham Tele-Communications	MA
Waltham Tele-Communications, LLC	CO
Watch What You Play Music, LLC	DE
Western Range Insurance Co.	VT
Western Satellite 2, Inc.	CO
Westmarc Cable Group, Inc.	DE
Westmarc Cable Holding, Inc.	DE
Westmarc Development II, LLC	CO
Westmarc Development III, LLC	CO
Westmarc Development IV, LLC	CO
Westmarc Development, LLC	CO
Westmarc Realty, Inc.	CO
Westmoreland Financial Corporation	DE
Wilmington Cellular Telephone Company, LLC	DE

# **EXHIBIT 31**

ARNOLD & PORTER

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December 16, 1997

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FEDERAL COMMUNICATIONS COMMISSION  
OFFICE OF THE SECRETARY

BY HAND

The Hon. Magalie R. Salas  
Secretary  
Office of the Secretary  
Federal Communications Commission  
1919 M Street, N.W.  
Room 222  
Washington, D.C. 20554

Re: *Classic Sports Network, Inc. v. Cablevision  
Systems Corporation, CSR-4975-P*

Dear Ms. Salas:

Enclosed please find an original and three (3)  
copies of the Joint Stipulation of Dismissal in the  
above-referenced proceeding.

Please do not hesitate to contact me if you have  
any questions.

Sincerely,



Robert M. Cooper

enclosures

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BEFORE THE  
FEDERAL COMMUNICATIONS COMMISSION  
WASHINGTON, D.C. 20554

DEC 16 1997


FEDERAL COMMUNICATIONS COMMISSION  
OFFICE OF THE SECRETARY

In the Matter Of	)	
	)	
CLASSIC SPORTS NETWORK, INC.,	)	
	)	
Complainant,	)	CS Docket No. 97-171
	)	
v.	)	CSR-4975-P
	)	
CABLEVISION SYSTEMS CORPORATION,	)	Judge Joseph Chachkin
	)	
Defendant.	)	

JOINT STIPULATION OF DISMISSAL


The parties to this action hereby agree and stipulate that this action is hereby dismissed with prejudice.

Dated this 16th day of December.

  
Robert A. Garrett  
Philip W. Horton  
Richard L. Rosen  
Robert M. Cooper

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